BACKROOMS

Written by

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"Would you tell me, please, which way I ought to go from here?"
"That depends a good deal on where you want to get to," said the Cat.

-- Lewis Carroll, *Alice in Wonderland*

Note: For the sake of the read, the script has been broken into chapters. The movie is designed to flow continuously.

I.
CAP'N CLARK

OVER BLACK

The muffled voice of a MAN, tight with fear:

MUFFLED VOICE (V.O.)
Two... Three... Four...

FADE UP ON A BEIGE CARPET

Lit from above. Brand-new and unblemished.

MUFFLED VOICE (O.S.)
Five...

A black-gloved hand reaches into frame. It places an M&M on the carpet -- a red stain on a sea of beige.

CAMERA TRACKS along the carpet as the Man makes a breadcrumb trail of M&M's, spaced roughly a foot apart.

MUFFLED VOICE (O.S.)
Six... Seven...

As he continues his monotonous task, PULL BACK TO REVEAL --

INT. SHRINKING HALLWAY - BACKROOMS

A long hallway, windowless and narrow. YELLOW WALLPAPER and beige carpet stretch into the distance. FLUORESCENTS buzz overhead, the only source of light.

The Man wears a HAZMAT SUIT with a LONG RANGE WALKIE TALKIE attached to the collar; inside the helmet is a bulky lav mic and earpiece. Let's call him HAZMAT MAN.

He removes the M&Ms from a candy jar, never taking his eyes off the floor.

HAZMAT MAN
Eight... Nine...

JUMP TO:

Further down the hall. The Man's pace has slowed, exhaustion creeping into his voice.

HAZMAT MAN (CONT'D)
Forty-three... Forty --

He's interrupted by a BURST OF STATIC. He searches for its origin, head on a swivel --

A second burst of static, quieter this time. The Man glances at the walkie on his collar... Realizes the obvious.

He talks into his mic, too excited to be embarrassed:

HAZMAT MAN (CONT'D)
Standard? Do you copy? Feels like I'm walking in circles -- can't tell if it's been hours or days.

BEAT.

HAZMAT MAN (CONT'D)
Well... The battery still works, so I'm going with hours.
(then)
I'll keep the line open in case anyone's receiving. With any luck I'll be at the threshold before I run outta juice.

He lets the seconds drag on, hoping for a response. It never comes -- no voice, no static. Nothing.

Defeated, he resumes his death march.

JUMP TO:

The hallway's narrower, the ceiling slanting towards the floor. The top of the hazmat suit scrapes the tiles.

HAZMAT MAN (CONT'D)
Eighty-six... Eighty-eight... No -- no, eighty-seven... Eighty-eight...

JUMP TO:

The Man's on his knees, the hallway closing in on all sides.

HAZMAT MAN (CONT'D)
One hundred and five... One hundred and six...

There's a sharp left up ahead. The Man checks behind him -- follows the bend in the hallway...

A child-sized WOODEN DOOR waits around the corner, just a few yards away. Three knobs line the side, stacked vertically.

The hallway continues to shrink. The Man breathes faster, his hands shaking. He drags himself on his belly, like a miner trapped after a cave-in.

The Man gives up on the M&M's; there just isn't enough room. With his limbs folded against his torso, he strains to get an arm above his head...

Somehow, he manages to grab ahold of the bottom doorknob. He tries to turn it --

But the knob won't turn. It's purely decorative.

Breathing hard, he tries the second of three... No luck.

HAZMAT MAN (CONT'D)
SHIT!

The Man SLAMS his fist into the door. It doesn't budge, let alone splinter or crack.

He strains to reach the final doorknob, the highest of the three. His gloved hand grabs it... The knob turns...

And the door opens. Hazmat Man lets out a cry of relief.

He gets to work, squeezing himself through the small square opening. With no room for leverage, his only option is to wriggle along the floor, snake-like.

As his upper half disappears into the opening --

He suddenly TILTS FORWARD, sliding out of view.

CLOSE ON HAZMAT MAN

As he drops from the ceiling. Lands on his back, hard.

The candy jar SHATTERS, but the Man's in too much pain to care. He rolls onto his stomach, writhing.

Ripping off his helmet, we're afforded our first real look at Hazmat Man: late 30s, pale and bearded.

He instinctively reaches for his wounded back. He winces, eyes closed -- rests his cheek against the floor.

Through clenched teeth, the Man inhales. Holds it. Exhales, nice and slow. Calmer now, he opens his eyes:

There's an M&M on the carpet. A red stain on a sea of beige.

The Man's mouth falls open, his agony replaced by horror.

HAZMAT MAN (CONT'D)
No...

Using the wall for support, the Man staggers to his feet. He scans his environment:

A long hallway, windowless and narrow. Yellow wallpaper and beige carpet stretch into the distance. Fluorescents buzz overhead, the only source of light.

The trail of M&M's continues down the hall, right where the Man placed them. He's come full circle.

The Man looks upwards. A ceiling tile's missing, a small square opening in its place -- the hole from which he fell.

HAZMAT MAN (CONT'D)
It can't be...

Another BURST OF STATIC comes over the walkie. Hazmat Man answers, starting to lose it:

HAZMAT MAN (CONT'D)
Hello -- anyone? If you can hear me, I don't know what's happening but I think I slipped a disc or fucked up my back or I dunno what but I'm having troubling breathing and I can't, I can't tell where I am anymore... I can't tell where the FUCK I AM --

WOMAN'S VOICE (O.S.)
Seven...

The reception's awful. Hazmat Man doesn't care, giddy with relief: he's not alone.

HAZMAT MAN
Standard? Are you receiving?

WOMAN'S VOICE (O.S.)
Six...

HAZMAT MAN
Who is this? Are you KV31?

WOMAN'S VOICE (O.S.)
Five...

At the far end of the hallway, an overhead light shuts off -- followed by another, and then another, darkness encroaching on the Man's position. He's blissfully unaware.

HAZMAT MAN
Please answer me. I need medical attention... I need help --

WOMAN'S VOICE (O.S.)
Four...

HAZMAT MAN
Goddamnit!

The Man takes a step forward. Pain shoots up his spine.

He whimpers and leans against the wall. Unaware of the lights blinking out in rapid succession.

WOMAN'S VOICE (O.S.)
Three...

The light above Hazmat Man goes out. Heart pounding, he faces the hallway behind him -- surprised to find it pitch black.

WOMAN'S VOICE (O.S.) (CONT'D)
Two...

SOMETHING SHIFTS in the dark. He peers into the shadows...

A QUIVERING MOCKERY of the Woman's Voice breaks the silence. It isn't coming from the Man's earpiece --

<u>It's coming from right in front of him.</u>

CLONE OF WOMAN'S VOICE (O.S.)
ONNNNNNE.

A massive shape CHARGES, appendages slapping the carpet.

The Man RUNS for his life -- ignores the pain, in pure fight or flight. M&M's crunch beneath his boots.

Overhead lights turn off he passes under them. The creature's cloaked in darkness, hot on his tail.

As the hallway begins to shrink -- walls narrowing, ceiling slanting -- the Man spies an open door on his left.

Was that there before? *Does it even matter?*

Thinking fast, he ducks inside --

INT. FRONTIER BANK - BACKROOMS - CONTINUOUS

We're in a half-finished build of a frontier bank, straight out of the Wild West. There's a counter with a teller's window protected by bars; lopsided, crudely drawn dollar signs blanketing the walls.

Beige carpet. Yellow wallpaper. Buzzing fluorescents.

The Man sprints into the room, past the counter --

And nearly runs face first into the wall. It's a dead end.

He spins, searches for an exit. There isn't one.

Instead, high up in the corner of the room, he spies a modern SECURITY CAMERA. The camera pans to the left, the right, back and forth on an x-axis.

With nowhere to run, the Man can only stand there, broken... Hypnotized by the swiveling camera.

CCTV FOOTAGE (MOS)

Hazmat Man stands below us, staring directly INTO CAMERA.

PAN TO THE LEFT

Until he disappears from view.

PAN TO THE RIGHT

Until he reappears, oblivious to a SHADOW falling across the entry -- or is it a black tendril, slithering along the wall?

PAN TO THE LEFT

Until the Man disappears from view.

PAN TO THE RIGHT

But the Hazmat Man doesn't reappear. No shadows, no sign of a struggle; the room is simply empty. Devoid of life.

PRE-LAP the world's most obnoxious PIRATE ACCENT:

CLARK (V.O.)
Well ahoy there, matey's!

SMASH TO:

INT. SHOWROOM - CAP'N CLARK'S - DAY (HANDYCAM FOOTAGE)

CLOSE ON A TABLE LAMP

Unlit, sporting a faux gold base beneath a fringed shade. The image is grainy, courtesy of a late 80's SEMI-PRO CAMCORDER.

CLARK (O.S.)
Tired of spendin' yer hard-earned
doubloons on overpriced furniture?
(MORE)

CLARK (O.S.) (CONT'D)
Lookin' for deals that'll shiver yer timbers?

The built-in camera mic distorts. A hand wearing GAUDY RINGS reaches into frame, turns on the light...

CRASH ZOOM OUT, REVEALING --

The showroom of a large furniture store. Fluorescents flicker to life, bathing the store in a sterile glow: wall-to-wall beige carpeting, familiar yellow wallpaper.

A man in a PIRATE HAT and neon KAFTAN stands behind a leather couch, a fake PARROT on his shoulder.

Meet CLARK (40s): soft around the middle, a salesman's smile at odds with the dark circles under his eyes.

CLARK (CONT'D)
Then come on down to Cap'n Clark's Ottoman Empire, the Santa Clara Valley's favorite warehouse and showroom! You'll find bedrooms, living rooms, dinettes-dens-and-bathrooms aplenty!

CAMERA FOLLOWS CLARK as he works his way through the store, pausing dramatically next to various MODEL ROOMS.

CLARK (CONT'D)
First time homeowners? We've got ya! New parents lookin' for Billy's first crib? We've got ya! From the latest in modern design to classic styles of yesteryear, it's all here and it's all a steal!

Clark leans against a linoleum counter. Tilts his head toward his prop parrot.

CLARK (CONT'D)
What's that, Polly? Yer worried about credit? Well guess what: Cap'n Clark says no credit, no problem! Sail the high seas of high quality and leave yer money problems at the door -- we got ya!

With a Liberace-worthy flourish, Clark resumes walking. He points at pieces of furniture as he names them; CAMERA WHIP PANS, trying to keep up.

CLARK (CONT'D)
Walk in today and get yer dream sectional-lounger-kitchen table-floor lamp and bed frame at Cap'n Clark's Ottoman Empire, located on Franklin and Meyer just off the 87!

Clark reaches the back of the store, where a cheap replica of a SULTAN'S THRONE hides under a sheet. He CLAPS, removes the sheet with gusto.

CLARK (CONT'D)
So head on in, kick yer feet back, and enjoy an empire of yer own!

Triumphant, Clark takes a seat. His parrot flops to one side, hanging on by a thread.

CLARK (CONT'D)
Because every sultan deserves a throne, and we've got one with yer name on it here at Cap'n --

The throne COLLAPSES, and Clark crashes to the floor in a heap. From behind the CAMERA:

BOBBY (O.S.)
No way...

KAT (O.S.)
Clark? You good?

Clark struggles to sit up, red-faced and sweaty.

CLARK
Turn the camera off.

BOBBY (O.S.)
Dude, this is going straight on the blooper reel --

CLARK
Turn the fucking camera off, Bobby.

The CAMERA LOWERS, pointing at beige carpet. A quick FLASH OF STATIC, and then --

INT. SHOWROOM - CAP'N CLARK'S - THAT MOMENT

Our cameraman, BOBBY (20) -- coiffed hair, New Wave threads -- rushes over to Clark. KAT (20), Bobby's girlfriend and sole employee of Cap'n Clark's, tries not to laugh.

SUPERIMPOSE: NORTHERN CALIFORNIA. 1990.

BOBBY
Here, let me help --

CLARK
I got it, I got it...

Groaning, Clark gets to his feet. He searches for the pirate hat -- dusts it off, plops it back on.

KAT
Um... Are we going again?

CLARK
How? We lost our throne.

BOBBY
Yeah, but we lose the camera tomorrow. School only lets me borrow it for the weekend.

CLARK
Can't we just cut around the end?

BOBBY
It's a oner -- there's nothing to cut to.

CLARK
I don't know what that means.
(then)
Kat? You can open the store now.

KAT
It's been open.

Clark glances toward the entrance; sure enough, the CLOSED sign faces inward. He scans the empty store...

BOBBY
I still don't get it. Are you a pirate, or a sultan?

CLARK
Both. Shut up.

Clark kicks what's left of the throne --

CLARK (CONT'D)
Cheap particleboard bullshit...

And wanders over to a partitioned office in the corner.

INT. OFFICE - CAP'N CLARK'S - DAY

A mini-cubicle with a "HANG IN THERE" cat poster, a Kinkade poster tacked to the wall. Rolling chair, faux-mahogany desk. Envelopes marked OVERDUE litter the desk, along with coffee table books dedicated to architects: GAUDI, WRIGHT, etc.

Clark, in a white button-up and tie, sits with his feet on the desk, the pirate hat covering his face.

A METER MAN (50s) pokes his head in. He knocks on the wall, and the calendar falls on the desk. Clark lifts his hat.

METER MAN
Sorry 'bout that...

CLARK
How's it looking?

METER MAN
Meter reads fine. If your bill's comin' in high, it's on you.

CLARK
What about the outages? Those only happen after hours.

METER MAN
Dunno. Fluorescents must be trippin' a breaker.

CLARK
I turn the overheads off when the store closes -- *before* the power gets weird. Anyway, wouldn't that just make the bill go down?

The Meter Man considers this...

METER MAN
Where's your breaker box?

INT. LOWER LEVEL - CAP'N CLARK'S - MOMENTS LATER

The bottom floor has far less furniture than the main floor: several pieces in packing crates, a freight elevator open in back. MUZAK drifts throughout the store.

The Meter Man crouches next to his toolbox and inspects the circuit breakers. Clark stands over him, out of his depth.

CLARK
I'm no expert, but I checked earlier and everything looks okay.

METER MAN
You said the lights flicker?

CLARK
The whole store does, just not at the same time. One night I lose power upstairs, the next it's down here. There's no rhyme or --

METER MAN
Who the hell installed this thing?

CLARK
Uh... The building came wired.
(laughs)
I know the place is dated, but it's not *that* old.

METER MAN
Take a look at this:

The Meter Man motions for Clark to come closer. Clark bends down, peers into the breaker box:

Among the two rows of rusty breakers is an UNMARKED BREAKER, brand-new and vertical. Incongruous with the others.

CLARK
(frowns)
That... Wasn't there before.

The Meter Man side-eyes Clark.

CLARK (CONT'D)
Or maybe I didn't notice? Like I said, I'm no expert.
(then)
Why's it going the wrong way?

METER MAN
Better question: why isn't it connected to anything?

Hesitantly, Clark flips the breaker. He checks behind him: the lights are on. He walks over to the staircase, calls up:

CLARK
KAT! HOW'S THE POWER?

KAT (O.S.)
WHAT?

CLARK
DID ANYTHING HAPPEN UP THERE?

Kat appears at the top of the stairs.

KAT
The rat's back. I think it's pregnant.

CLARK
But the power's on?

KAT
Yeah. Can rats even get pregnant?

CLARK
How else would there be rats?

With a shrug, Kat disappears. Clark turns to the Meter Man.

CLARK (CONT'D)
So... Is this the problem?

METER MAN
Don't see how. There's no power running through the circuit, it's just... There. Like it migrated from somewhere else.

The Meter Man flips the breaker back and forth, demonstrating his point. In the far corner, unseen by Clark, an overhead light flickers.

INT. CLARK'S BEDROOM - NIGHT

ANGLE ON CLARK

On his side in a four-post bed. He's down to his boxers, a pint of Jim Beam in one hand; TV glow illuminates his face.

A cigarette burns in an ashtray on the nightstand. Next to it is a framed photo of a young Clark -- thinner, all smiles -- with his arm around a REDHEADED WOMAN (20s).

REPORTER (O.S.)
... the missing employee, Dr. James Kittredge, was last seen driving to work on the morning of April 9th.

REVERSE ANGLE

On a portable CRT TV, as a REPORTER delivers the news. An OTS graphic features a candid photo of the Hazmat Man, henceforth known as JAMES KITTREDGE.

REPORTER (CONT'D)
Although local law enforcement has called off the search, Dr. Kittredge's colleague's vow to continue their efforts.

CUT TO FOOTAGE OF PHIL KLEIN (30s), a lanky man in glasses. He crosses an outdoor parking lot, a mic held to his mouth.

Behind him looms a modest RESEARCH FACILITY: all glass and cement, "ASYNC" stenciled above the main entrance. Several RESEARCHERS watch Phil's impromptu interview from afar.

PHIL
Async is a family, and families don't give up on each other. Beyond James's groundbreaking research as a member of the team, he's also a loyal husband and devoted father. We won't rest until he's back where he belongs, at home and at work.
(clears his throat)
Now, if you'll excuse me...

Phil quickens his step as the show cuts BACK TO the Reporter.

REPORTER
In other news, repairs on I-90 hit a major snag after a water main --

The TV shuts off without warning, leaving the room in total darkness. BEAT.

CLARK
Piece of shit...

Clark sits up, turns on the lights to REVEAL --

WE'RE IN A MODEL BEDROOM AT CAP'N CLARK'S. Which means Clark is living in the store.

He stumbles over to the TV, whacks it a few times; no luck.

The overhead lights flicker. Clark stares up at the blinking lights, defeated. Takes a swig of whiskey.

WOMAN'S VOICE (V.O.)
We all have loops, habits... Behaviors that keep us walking in circles.
(MORE)

WOMAN'S VOICE (V.O.) (CONT'D)
Creating the same problems,
reaching for the same solutions,
over and over again.

Clark's attention turns to the nightstand -- the photo of himself and the Redheaded Woman...

WOMAN'S VOICE (V.O.)
Think of the brain as a forest, and our job is to clear a new path.

EXT. WOODS - NIGHT

Moonlight penetrates dense woods. A dirt path snakes through the oak trees.

FOLLOW THE PATH until the trees thin out, a HIGHWAY coming into view up ahead.

WOMAN'S VOICE (V.O.)
It's tough going at first: there's thick undergrowth, fallen branches. No obvious way forward. And yet the more you walk that path, the easier it becomes.

A beat-to-shit '85 YUGO "speeds" down the highway.

EXT. HIGHWAY - NIGHT

Orange reflectors shine in the Yugo's headlights. Ominous woods line both sides of the deserted highway.

WOMAN'S VOICE (V.O.)
The undergrowth gets trampled, the branches cleared. You learn where to step without looking, until eventually the path itself *dictates where you walk.*

The Yugo makes a last-second exit, tires screeching.

EXT. CLARK'S HOUSE - NIGHT

The Yugo narrowly misses a recycling bin as it parks on a quiet residential street.

Clark emerges from the car in rumpled work attire. He peers across the road at --

A COZY ONE-STORY HOUSE

There's a matching Yugo in the driveway; behind the living room curtains, silhouetted by a TV, is the figure of a woman.

WOMAN'S VOICE (V.O.)
You used your mind to change your brain, and now your brain tells your mind where to go. The neural pathway of least resistance -- a path you *made.*

The woman crosses the house, appears in the kitchen window:

It's the Redheaded Woman from the photo. She washes dishes, oblivious to --

CLARK

He keeps his eyes trained on the Brunette Woman. Heartbreak written all over his face.

WOMAN'S VOICE (V.O.)
Do you deserve to be alone, Clark?

INT. MARY'S OFFICE - MORNING

A converted guest cottage, the walls lined with bookcases and framed diplomas. A backyard's visible in the B.G., complete with infinity pool and patio furniture.

Clark shifts uncomfortably on a loveseat, hands in his lap; a glass of water sits on the table in front of him.

Across from Clark, seated in a high-backed reading chair, is his therapist, MARY (30s). She has a warm smile and curious eyes, brown hair pulled back in a bun.

CLARK
I'm not lonely.

MARY
I didn't say lonely. I said alone.

CLARK
I mean... No one *deserves* to be alone...

MARY
Except you. Right?

Clark sips his water. Gazes at his worn Reeboks. BEAT.

CLARK
I hurt people. I don't want to, I just... It's the way I'm wired.

MARY
How can you be sure?

The question hits hard. Clark meets Mary's eyes.

MARY (CONT'D)
What if you only think that? What if you push people away to protect them from yourself, which hurts their feelings, which proves you were right all along: they're better off without you. Everyone is. So what do you do? You push more people away, *they* get hurt --

CLARK
I get it, I get it.

MARY
That's your current path, and it starts with a simple belief: *Clark deserves to be alone.*
(pause)
Are you ready to make a new path?

CLARK
I guess...

MARY
Then let's confront that belief.

CLARK
(pause)
I'm playing myself?

MARY
Yup.

CLARK
And you are...

MARY
Barbara.

Clark winces at the name.

MARY (CONT'D)
Why don't you set the scene?

CLARK
(reluctant)
What about the night you -- sorry, *Barbara*... The night she kicked me out.
(quickly)
It's my house, by the way. I'm the one paying for it --

MARY
I know.

Clark lowers his head, and silence fills the office. Just as Mary's about to speak up:

CLARK
I'd gotten home late. I dunno *how* late, but she was already asleep. Maybe midnight? She usually goes to bed before...
(shakes his head)
Doesn't matter. Point is, I was in the kitchen and I must've broken a glass, cuz next thing I know she's running down to see what happened and... Things escalated.

MARY
Let's start there.

CLARK
I don't remember what I said...

MARY
Then say what you felt.

A BEAT as Clark settles himself. Then:

CLARK
I'm sorry.

MARY
For what?

CLARK
The glass. I didn't... I'm sorry I woke you.

MARY
Maybe if you'd come home earlier...

CLARK
I was working.

MARY
Be honest with me. I can smell it on your breath.

Clark hesitates. He leans forward, whispers to Mary:

CLARK
Who are you right now?

MARY
I'm Barbara.

CLARK
Right. Just making sure.
(then)
I'm gonna start again, okay?

MARY
Okay.

Clark rolls his shoulders, getting back into character...

CLARK
I had a few beers.

MARY
Define a few.

CLARK
It was a hard day -- I needed to wind down.

MARY
All you ever do is wind down.

CLARK
How would you know? We barely even see each other.

MARY
Yeah, because you're always at the store. "Working".

CLARK
You want kids, don't you?

Hot anger flashes across Clark's face. Mary notices; it's impossible not to.

MARY
We both do.

CLARK
Well that takes money, which means *someone* has to work around here. Unless being a professional student is considered a job these days.

MARY
That isn't fair. You know I had to take time off.

CLARK
It's not my fault you can't keep up. How're you gonna be a lawyer if you can't even handle law school?

Clark's rage rises to the surface. He clenches his fists, stares at Mary -- somewhere far away and long ago.

MARY
You're projecting...

CLARK
Who d'you think pays for everything while you're gallivanting around campus like a thirty year old freshman? I'll give you a hint: <u>it's me</u>. I pay for your school, your time *off* school, the roof over your head --

MARY
Can I talk now?

CLARK
And what happens if you do manage to graduate? Pop out a kid, leave me to pick up the bill? Or am I at home changing diapers, cuz all of a sudden you're too busy working for the first time in your life?

MARY
Now you're being cruel.

CLARK
I'm being honest. I thought that's what you wanted?

MARY
Just because you didn't get to be an architect --

CLARK
Barbara, I swear to God...

MARY
Doesn't mean I have to give up, too.

CLARK
I AM A FUCKING ARCHITECT, I'm just stuck selling shit furniture because someone won't get off her fat fucking ass and HELP ME --

Clark STOMPS his foot. The glass of water flies off the table and shatters on the floor.

Mary flinches, but doesn't say anything. Clark catches his breath, his rage leaving as quickly as it arrived. BEAT.

MARY
How're you feeling?

In a daze, Clark looks up from his thoughts.

CLARK
Who am I talking to?

MARY
Your friendly neighborhood therapist.

CLARK
Then we're done? That's it?

MARY
Seems like a good place to stop.

CLARK
(pause)
I didn't mean to lose my temper...

MARY
You did great.

CLARK
It's not what happened, though. I never raised my voice --

MARY
It's normal to be angry. We're forging a new path, remember? The first step is clearing all that anger out of the way.

CLARK
(hesitates)
The undergrowth?

MARY
Exactly.

Clark clocks the broken glass, water soaking into the carpet.

CLARK
I'm sorry...

MARY
For what?

He forces a little smile -- sheepish, sad. Self-aware.

CLARK
The glass.

Mary laughs.

EXT. CAP'N CLARK'S - DAY

A strip mall parking lot. Cap'n Clark's takes up three lots, a liquor store on one side and massage parlor on the other.

The Cap'n Clark's sign is a sight to behold. CAP'N CLARK'S OTTOMAN EMPIRE is spelled out in neon comic sans, accompanied by a winking caricature of Clark in his pirate hat.

The Yugo lurches to a stop in front of the store, and Clark steps out. He frowns at the graffiti on the store windows: a crudely drawn bird in flight, the red paint still dripping.

INT. SHOWROOM - CAP'N CLARK'S - DAY

Clark sits behind the front counter, sketching architectural plans on a legal pad; no more than doodles, but not half-bad. Kat reads a TV Guide by the register.

An elderly CUSTOMER approaches with a wooden stool.

CUSTOMER (O.S.)
Excuse me?

KAT
What's up?

Clark jabs Kat with his elbow. Whispers:

CLARK
"Can I help you, sir?"

KAT
(rolls her eyes)
Can I help you, sir?

CUSTOMER
How much for this?

KAT
Did you check the price tag?

Again, Clark jabs Kat.

KAT (CONT'D)
The hell, man?

Clark comes around the counter, eyes on the stool.

CUSTOMER
Didn't see any price tag. I found it downstairs, if that helps any.

CLARK
Mind if I take a look?

The Customer hands the stool to Clark. He runs his hands over the seat's smooth surface, brow furrowed.

CLARK (CONT'D)
It's birch...

CUSTOMER
So?

CLARK
So it's not a veneer. We don't carry real --

Clark stops, catching himself.

CLARK (CONT'D)
Where'd you find this again?

CUSTOMER
Downstairs. Hey, y'think I can get a discount?

CLARK
Why?

CUSTOMER
The extra leg. Figured it's a manufacturing defect.

Curious, Clark flips the stool over --

A FIFTH LEG juts out of the seat at an oblique angle. Clark studies it for a BEAT, perplexed...

He smiles up at the Customer, ready to hustle.

CLARK
It's on purpose. This is Dutch... Dutch Renaissance. A precursor to Modernism, very popular these days.

CUSTOMER
I'd just have to remove it. It's too long...

CLARK
Or maybe the other legs are too short? See, this is a stool that engages both the mind and the... Rear. With D.R. -- Dutch Renaissance -- it's all about blurring the line between art and utility. You remove the leg, you remove the soul -- not to mention the resale value.

The Customer scratches his chin, not quite buying it...

CLARK (CONT'D)
It's yours for a buck fifty.
(off CUSTOMER)
That's a steal -- I'm barely breaking even here. Birch doesn't come cheap, y'know.

CUSTOMER
But how'm I supposed to sit on it?

With all the confidence in the world, Clark sets the stool on the floor; it immediately falls on its side. BEAT.

CLARK
Carefully.

INT. SHOWROOM - CAP'N CLARK'S - NIGHT

Clark watches TV in his model bedroom, sipping from his nightly pint.

ON THE TV

An ad for a RIVAL FURNITURE STORE. A SALESMAN in cowboy hat and bolo tie stands before a sprawling store.

The camera pushes in, the sound crystal clear; a far cry from Clark's production values.

SALESMAN
Hey there, cowboys and cowgirls! Lookin' to rustle up the best deals this side of the Rio Grande?

Clark takes a long swallow of whisky.

CLARK
Prick...

The Hustler lassoes a CUSTOMER, both of them smiling.

SALESMAN
Yeehaw, I say I say yeeeeehaw! Here at Big Wayne's, our dining room sets will leave ya feelin' like y'just struck gold. So don't even think about goin' anywhere --

The commercial abruptly cuts to STATIC, followed by:

CCTV FOOTAGE

Hazmat Man stands motionless in the FRONTIER BANK, staring directly INTO CAMERA.

Before Clark can process what he's seeing --

The TV dies, plunging the store into darkness.

CLARK
Stupid fucking piece of *shit*.

Clark shuffles over on unsteady legs, smacks the side of the TV. Nothing happens.

He smacks it again, harder. The TV stays dead --

But the lights on the lower level turn on. Clark turns toward the stairs, puzzled: *did he do that?*

INT. LOWER LEVEL - CAP'N CLARK'S - MOMENTS LATER

Clark descends the stairs, squinting against the harsh light of the subfloor. He pops open the breaker box, flips breakers at random...

The lights remain on. Curiouser and curiouser.

Clark stares at the incongruous breaker, brand-new and facing the wrong way. Hesitantly, he flips it --

And the lights go out. He flips it again, but the lights are off for good.

From behind the far wall comes a burst of STATIC.

More confused than ever, Clark approaches the wall. He trips over furniture in the dark, curses. Continues until he's in front of the wall. He leans forward, listens closely.

All is quiet. With a shrug, he turns back to the stairs...

A thin SHAFT OF LIGHT emerges from the wall. Clark spins --

THERE'S A GAP IN THE WALL NOW, right where he was standing. It extends from floor to ceiling, barely an inch across.

Through the gap, we glimpse a familiar environment: beige carpet, fluorescent lights -- yellow wallpaper. A perfect extension of Clark's store.

Clark glances at the bottle in his hand, suddenly nauseous. He gently places it on the floor...

As soon as Clark shifts position, <u>the gap disappears.</u>

Slowly, Clark stands upright. The gap reappears.

He takes a step to the left: no gap. Back into position, and the gap returns.

For a BEAT, Clark can only stare at world beyond the wall. He takes a step forward, a pit in his stomach. Another step, and another, drawn to the gap like a moth to a flame.

The gap flickers in and out of existence as Clark approaches, only visible from one very specific angle.

Clark stops a foot from the wall. Close up, there's no sign of any gap -- no sign of anything out of the ordinary.

Bracing himself, Clark touches the wall -- AND FALLS RIGHT THROUGH IT.

INT. FURNITURE STORE - BACKROOMS - CONTINUOUS

Clark tumbles onto the floor like a man who missed the bottom step. He sits up, eyes wide with adrenaline.

CLARK
The fuck...

The room's almost identical to the subfloor of Cap'n Clark's. There's only one difference, but it's a doozy: the furniture has been piled together in the center of the room, forming a haphazard PYRAMID of chairs, tables, packing crates, etc.

Clark gets to his feet, a man in a dream. He turns, touches the wall --

His hand vanishes, passing through it like mist.

Clark gasps, instantly pulls his hand back. He examines his fingers, his wrist, making sure everything still works...

There's another burst of STATIC in the distance. Clark looks around... Sees a door at the other side of the room.

CLARK (CONT'D)
Hello?
(pause)
Is anyone there?

No response.

Clark crosses to the door, trying to wrap his head around whatever the fuck is happening. He slows as he passes the furniture pyramid. Marvels at its strangeness.

INT. BULLPEN - BACKROOMS - CONTINUOUS

This room is larger than the last, featuring an open floor-plan of cubicles, desks, enclosed offices with frosted glass windows, all spread throughout the room at random.

As always, beige carpet and yellow wallpaper. The itchy hum of fluorescents.

Clark steps inside, takes in his new environment. BEAT.

CLARK
HELLO? Can anyone hear me?

Still no response.

The bullpen opens up to four side-by-side hallways, branching off at uncommon angles. Clark picks one at random.

INT. SHRINKING HALLWAY - BACKROOMS - LATER

Narrow and seemingly endless, with no horizon line in sight. Clark continues exploring, more curious than afraid.

Something on the carpet catches Clark's eye: a circular red stain. He bends to get a closer look... Swipes the stain with his finger, gives his finger a sniff...

It's chocolate -- the remains of a crushed M&M.

Now that he's seen one, he sees them all: James' breadcrumb trail of M&M's, as endless as the hallway itself.

Clark follows the trail, until he reaches a door branching off the hallway...

INT. FRONTIER BANK - BACKROOMS - CONTINUOUS

Clark steps inside and immediately spies the security camera on the ceiling. It stares back at him as it makes its rounds: left, right, left, right...

There's something eerily familiar about the room. Clark looks around, tries to remember where he's seen this place before.

On the edge of the counter rests a stack of checks. He picks one up -- squints at the GIBBERISH scribbled all over it.

The text is in the right places, but the numbers and language are alien. The check resembles an asset from an old video game, never meant to be seen up close.

Stuffing the "check" in his pocket, Clark peers through the bars on the teller window: a few feet of space, and then the usual yellow wall.

As Clark heads back to the hallway, he notices another red stain on the carpet. This one appears to be SPRAY PAINT, half-covered by the bank counter.

Clark tries to lift the counter, but it's no use. He pushes the wooden squares that make up the bottom of the counter --

One of them wobbles. Clark removes the loose panel to reveal the rest of the stain:

A RED ARROW, pointing behind the counter.

Clark looks over his shoulder -- can't be too careful -- and crawls through the counter, following the arrow...

There's a WALL SAFE an inch off the floor, impossible to see from the other side. It sports an electronic keypad, although the numbers aren't numbers at all; they're the same squiggles seen on the check.

Frowning, Clark enters a code at random. There's a BEEP, and the keypad flashes red.

CLARK
Okay then...

He tries again. BEEP. Again. BEEP. Again and again, until --

He SMASHES the keys with his fist. The keypad flashes GREEN and swings open.

Victorious, Clark peeks inside the safe:

It's not a safe at all, but a passageway leading to another room. On hands and knees, Clark crawls into the safe...

INT. CANDY STORE - BACKROOMS - CONTINUOUS

A vintage candy store circa the 1950s. JARS OF CANDY line the room, an old-fashioned register on the counter.

Clark wanders the room, checking the jars. The candy looks surprisingly normal: Mike and Ike's, thin mints, etc.

Notably, one of the jars is missing.

Clark grabs a handful of gummy bears. He pops a few into his mouth... Not bad. Not bad at all.

He eats more gummy bears, heads behind the counter --

Where another message waits, written on the wall in that same red spray paint. The paint drips, the text bleeding; Clark has to get close to see what it says.

3 BIRDS

7 SECONDS

Clark rubs his chin. He finishes off his gummies, touches the paint: it's still wet.

CLARK
(in sotto)
Three birds... Seven sec --

He trails off, noticing a card on the floor. He picks it up:

It's a PHOTO ID of James -- smiling into camera, clean-shaven and beaming.

ASYNC is printed across the top. Below the photo, James's full name and department: JAMES KITTREDGE. RADIOBIOLOGY.

LITTLE GIRL (O.S.)
Have you seen my daddy?

Clark spins around, heart thumping -- only to come face to face with the back of the counter.

LITTLE GIRL (O.S.) (CONT'D)
I can't find have you seen my daddy? I can't find have you --

And on and on. Cautiously, Clark peeks over the counter...

As soon as he does, the voice stops. No one's there. On the other side of the wall safe passage, FOOTSTEPS retreat.

Shaken, Clark looks around for an exit; no fucking way he's following that voice.

Shoving James's ID into his pocket, he notices a gap in the corner of the room, barely big enough to squeeze through.

Clark steps out from behind the counter, listening for the Little Girl. He turns sideways -- sucks in his belly, slips into the gap.

HOLD ON CLARK

He disappears into the darkness, hands flat against the wall as he maneuvers himself deeper into the wall crevice.

INT. FURNITURE STORE - BACKROOMS - CONTINUOUS

ANGLE ON A CORNER

After a BEAT, Clark emerges from a narrow crevice. He scans the room, confused to find himself back where he started.

From behind the bullpen door comes a BURST OF STATIC.

Clark turns towards the sound, opens his mouth to call out -- but quickly changes his mind.

He makes a beeline to the opposite wall, aka his entrance point. As he does, he notices a new addition to the room:

A child's BLACK UMBRELLA.

There's another BURST OF STATIC, closer now. From behind the furniture pyramid:

LITTLE GIRL (O.S.)
Have you seen my daddy? I can't find have you seen my daddy?
(MORE)

LITTLE GIRL (O.S.) (CONT'D)
I can’t find have you seen my daddy? I can’t find --

Clark reacts: *Fuck. This.*

He sprints to the wall, tries to put his hand through -- but he hits plaster. He’s trapped.

On the far side of the room, the lights turn off. Something WET and HEAVY slaps against the carpet.

Clark forces himself not to look behind him. He feels for the exit, desperate now --

CLONE OF CLARK’S VOICE (O.S.)
Cannnn anyyyonnne heeaaar meeee?

It’s a warbled mockery of Clark’s voice, yet distinctly his.

More lights shut off, darkness closing in on Clark. Behind the pyramid, the Little Girl CLAPS, giddy with excitement:

LITTLE GIRL (O.S.)
DADDY!

Clark continues searching, eyes wild with terror...

His arm disappears into the wallpaper. He steps into the wall, just as the pyramid begins to shake --

INT. LOWER LEVEL - CAP'N CLARK'S - CONTINUOUS

Clark exits the wall, breathless. He glances behind him...

There’s nothing to see: no gap, no pyramid. Just the normal yellow walls of Cap’n Clark’s.

Clark drops into a knockoff Eames chair. He wipes sweat from his forehead -- stares into the darkness. Checks behind him a few times to make sure he’s safe.

He reaches for the bottle he left behind. Takes a swig, his shoulders dropping... Relaxing back into reality...

Slowly, the corners of Clark’s mouth curl into a smile.

INT. MARY'S OFFICE - DAY

Mary’s in her reading chair, eyes on the wall clock. She sighs, reaches for the phone. As she begins to dial --

Clark bursts into the office, winded.

CLARK
Sorry... Traffic was hell and I couldn’t leave early --

MARY
We’ve got time for half a session.

CLARK
I know, I know.

Clark settles onto the couch, looking worse for wear: eyes bloodshot, hair matted. The vacant expression of a man who hasn’t slept in days.

MARY
How are you?

CLARK
How do I look?

MARY
Fine. A little tired, maybe.

CLARK
I look like shit.

Mary laughs.

MARY
Can I ask -- and there’s no wrong answer, you know that -- but are you intoxicated right now?

CLARK
Why say it like that?

MARY
Like what?

CLARK
Like a cop.

MARY
Let me rephrase: have you had anything to drink today, sir?

Now it’s Clark’s turn to laugh. He shakes his head.

CLARK
I haven’t had a drink since Tuesday. Which is probably why I look like shit.
(then)
Are we doing the roleplaying again?

MARY
Only if you want --

CLARK
Did you ever 5150 someone?

The question catches Mary off-guard. She studies Clark...

MARY
Why do you ask?

CLARK
Just tell me.

MARY
(hesitates)
Once. When I was starting out.

CLARK
What happened?

MARY
The patient was a danger to herself and others. It wasn't a decision I took lightly.

CLARK
So if you thought I was crazy, but not dangerous...

MARY
I need to know what we're talking about here.

Clark nods. Chooses his words carefully.

CLARK
I found something. In the store.
(pause)
You promise you won't...

MARY
What exactly did you find?

CLARK
I'm... Not sure where to start. It's almost like the store just... Continues, I guess? Like it keeps going. And the rest of it, you can only see it from this one angle. I figure they're using mirrors or something -- to hide the entrance.

He pauses, waiting for a response. Mary looks concerned.

MARY
I'm sorry... I'm not following.

CLARK
Okay: so at first, it looks like an office building. Or a department store, something like that, but then you take another look and realize none of it makes any sense.
(pause)
Imagine describing a dog to someone who's never seen one, and then asking them draw it. They might get a few things right -- maybe even most things -- but there's no way they'd get *everything* right. The devil's in the details. If you looked at it from a distance, then sure: you'd see a dog. But if you got close enough...

Clark can feel himself losing ground. He clocks the pity on Mary's face; again, there's that flash of rage.

CLARK (CONT'D)
Why're you looking at me like that?

MARY
I'm just trying to catch up.

CLARK
No, you're trying to figure out if you're in danger.

MARY
I didn't say that.

CLARK
For a therapist, you've got a terrible poker face.

MARY
How about you take it from the top. You said you found an office?

CLARK
A whole building. My best guess is some abandoned government facility.

MARY
Are there any people?

Clark hesitates, recalling the terror of his own voice being mimicked -- the unseen Little Girl. He shrugs.

CLARK
Just voices.
(quickly)
Look, I know how that sounds... I know how *all* of this sounds. But you've gotta understand, it's massive in there -- like New York subway system massive. For all I know there's hundreds of people, I just haven't seen 'em yet.

Clark digs into his coat pocket and pulls out a folded piece of paper, torn from a legal pad.

CLARK (CONT'D)
Here -- I'm working on a map:

Mary unfolds the paper to reveal Clark's unfinished map. It's the corner of a much larger floor plan -- a blueprint drawn by a madman. Rooms without doors, hallways circling back on themselves; hastily scribbled labels such as *"candy store"*, *"bank?"*, and the occasional *"???"*.

Mary swallows her distress; she knows a psychotic break when she sees one.

CLARK (CONT'D)
See? It's like a maze. Sometimes I'm scared I'll get lost.

MARY
How come no one's found this place?

CLARK
Beats me. The entrance is on the subfloor, which means the whole structure's probably underground. If it's not on any city plans, and the doors are all hidden... Who would think to look?

Mary folds the map. Places it on her lap.

CLARK (CONT'D)
You don't believe me...

MARY
When's the last time you drank?

Clark stiffens. His leg bounces nervously, features tight.

CLARK
Why?

MARY
(hesitates)
Have you heard of delirium tremens?

CLARK
I knew it...

MARY
Now wait a minute -- I never said I don't believe you. I just think we should rule out other options --

CLARK
I know what I saw.

MARY
But how can you be sure?

CLARK
What is that -- your little catch-phrase? Because it's infuriating, in case you were curious.

MARY
In the program, they have this acronym for fear: False Evidence Appearing Real. Isn't it possible --

CLARK
That I'm making this up? Why the hell would I do that?

MARY
When life get difficult, sometimes it's easier to retreat. You've had a lot on your plate --

CLARK
Give me the map.

Clark's voice is barely above a whisper, but he means it. He stares Mary down -- eyes narrowed, hands clenched into fists.

CLARK (CONT'D)
Give it to me.

Reluctantly, Mary offers Clark the map. He snatches it from her, instantly on his feet.

CLARK (CONT'D)
Next time we see each other I'm gonna have proof, and you're gonna owe me a serious fucking apology.

MARY
I really think you should get checked out...

CLARK
And if I don't? Is this where you 5150 me?

Mary glances at the phone on her desk... Shakes her head.

CLARK (CONT'D)
Well then.

Clark throws his jacket on and opens the door.

MARY
If what you're saying is true, why not go to the police? They could verify everything.

CLARK
The same reason I shouldn't have come here:

He looks back at Mary, too wounded to be angry anymore.

CLARK (CONT'D)
They'd just think I'm crazy.

A BEAT as this hangs in the air: Mary's betrayal, Clark's loneliness... The ticking wall clock...

Clark exits. As soon as he's gone, Mary picks up the phone. She starts to dial an 800 number -- hesitates...

And puts the phone back on the receiver.

I/E. APARTMENT COMPLEX - DAY

A California motel converted into cheap apartments: open walkways, an empty pool, etc.

Clark knocks on an apartment, more disheveled than usual. He peers through the blinds, knocks again --

BOBBY (O.S.)
Coming, coming! Hold your horses...

The door swings open to reveal Bobby in tighty-whities, still rubbing sleep from his eyes. Kat groans in the B.G., half-asleep on a blow-up mattress.

BOBBY (CONT'D)
(confused)
Cap'n Clark?

CLARK
Hi.

Kat sits up, not happy to be awake.

KAT
Ugh. This is a total invasion of privacy...

CLARK
What're you doing tomorrow night?

KAT
We're busy --

CLARK
I'll pay you.

Bobby looks back at Kat, intrigued.

CLARK (CONT'D)
Overtime. Two hours, tops.

KAT
(pause)
Pay us for what?

CLARK
Research.

Clark gives Bobby's shoulder a friendly squeeze. Flashes his best salesman's smile.

CLARK (CONT'D)
Hey: think you can borrow that camera again?

INT. LOWER LEVEL - CAP'N CLARK'S - NIGHT (HANDYCAM FOOTAGE)

A JUMBLE of yellow walls, ceiling lights and beige carpet as Bobby orients the camera -- points it at:

CLARK, stuffing water bottles and rope into a backpack. Kat looks on disapprovingly, arms crossed.

BOBBY
What's that for?

CLARK
Supplies.

KAT
Oh great. He's gonna tie us up.

CLARK
No, we're gonna tie *ourselves* up.

Kat turns to Bobby. Silently mouths *"What the fuck?"*

BOBBY
You still haven't told us what we're doing.

CLARK
(impatient)
Research -- I explained this. *These* are supplies, and we're gonna use them for *research*. It's not that hard to understand.

Clark slings the backpack over his shoulder.

CLARK (CONT'D)
Did either of you see the gap?

KAT
The what?

Ignoring Kat, Clark gestures at TWO ARROWS drawn on the wall in chalk, several feet apart and pointing at each other.

CLARK
See this? That's where the portal is. I drew one on the other side too, to help us find our way back.

KAT
Sorry... Did you just say "portal"?

CLARK
I'm going through it now. Promise me you won't freak out, okay?

KAT
No -- none of this is okay, because you have clearly lost your mind.
(to BOBBY)
Back me up here.

BOBBY
Yeah, man. You are not doing well.

CLARK
Be quiet and watch:

Without further ado, Clark puts his arm through the wall. Kat gasps, instinctively takes a step back.

KAT
What the fuck...

BOBBY
How'd you do that? It's like an optical illusion?

CLARK
It's a portal. Try it yourself if you don't believe me.

The camera approaches the wall, and Bobby's arm enters frame. He pans to Kat -- uneasy, her lips set tight -- and pans back to the wall. Tentatively, he reaches out...

His hand passes through the wall. He quickly pulls it back, as if recoiling from an electric shock.

BOBBY
No. Fucking. Way.

KAT
Bobby?

BOBBY
It's real... I dunno how, but he's telling the truth --

CLARK (O.S.)
Follow my lead. I wanna be back before sunup.

Clark reenters frame. He aligns himself between the arrows and walks forward, disappearing into the wall.

KAT
Seriously: what is happening?

BOBBY
I dunno, but it's the craziest shit I've ever seen.

Bobby zooms in on Kat.

KAT
Stop. I am *not* going in there.

BOBBY
Let's just see what it's like --

KAT
Nope.

BOBBY
Aw c'mon... I'll be next to you the whole time.

Kat softens. She stares into camera, visibly scared.

KAT
You swear?

BOBBY
I swear.

Bobby takes Kat's hand and leads her to the wall. Yellow wallpaper fills the frame.

BOBBY (CONT'D)
On three: one... Two... THREE --

The wallpaper loses focus as the camera moves closer --

INT. FURNITURE STORE - BACKROOMS (HANDYCAM FOOTAGE)

And we're on the other side. Clark waits by the furniture pyramid; he waves at the camera.

Kat wanders into frame, dazed, as Bobby whips the camera this way and that, trying to take it all in.

BOBBY
DUDE. How is this possible?

KAT
It's not...

CLARK
And yet here we are.

BOBBY
Yeah, but where is "here"?

CLARK
I've been trying to figure that out. It looks too much like the store to be a coincidence...

BOBBY
Well how big is it? Same size?

CLARK
Been trying to figure that out, too. It's definitely bigger -- way, way bigger. I've spent every night in here since I found it and I've barely scratched the surface.

Clark crosses to the bullpen door.

CLARK (CONT'D)
Keep up. It only gets better.

With that, he enters the next room. Bobby and Kat follow, Kat clutching Bobby's arm. He tilts up to film the pyramid.

KAT
You don't think he, like... Dosed us or something, do you?

BOBBY
We're not on drugs. I think I'd be able to tell.

KAT
You are absolutely on drugs --

BOBBY
Pot doesn't count.

They exit the "furniture store", into:

INT. BULLPEN - BACKROOMS (HANDYCAM FOOTAGE)

Clark waits while Bobby and Kat get their bearings.

BOBBY
Okay... So it's offices?

CLARK
In here, yeah. But it's also a bank, a pool, a candy store... The list goes on.

KAT
(incredulous)
There's a pool?

CLARK
Sort of. Here, I'll show you.

Clark scans the hallways branching off from the bullpen.

CLARK (CONT'D)
Pretty sure it's on the right...

BOBBY
Damn.

A LOW BATTERY ICON flashes in the corner of the screen.

KAT
What is it? Are you okay?

BOBBY
The light's blinking.

Clark checks the fluorescents...

BOBBY (CONT'D)
On the camera. I must've forgot to change the battery.

CLARK
Please tell me you're joking.

BOBBY
Dude, you barely gave me any time --

CLARK
How long until it runs out?

BOBBY
Um... A half hour? Maybe less?

Clark struggles to contain his frustration. He takes a deep breath... Nods, resigned to the situation.

CLARK
Jut turn it off. And only turn it back on when I say so.

BOBBY
Yeah, sure... One sec...

Bobby points the camera at the carpet, as we --

JUMP TO:

INT. HALLWAY - BACKROOMS (HANDYCAM FOOTAGE)

Clark fastens the rope around Bobby's waist. Kat sits on the floor in the B.G., holding her knees to her chest.

CLARK
Are you filming?

BOBBY
Yup.

KAT
I don’t see why Bobby has to go...

BOBBY
I want to.

CLARK
He’s also the one with the camera.

KAT
It’s not like it’s attached.

Clark pulls the knot to make sure it’s secure.

CLARK
You’re all set.

BOBBY
What if there’s not enough rope?

CLARK
Then I’ll give it a tug and you can come on back.
(pause)
Ready?

BOBBY
Ready...

Kat looks up and into camera, features tight with worry.

KAT
You don’t haveta do this...

BOBBY
I’ll be fine -- trust me.

Bobby points the camera down the hallway; no end in sight.

CLARK
Just go as far as you can. I’ve never made it to the other side alone, but as long as the rope holds out you should be okay.

KAT
“Should be”?

BOBBY
Relax. I’ve got this.

A hint of fear creeps into Bobby's voice. He keeps the camera focused dead ahead as he heads down the hallway -- slow and steady, like an astronaut on a spacewalk.

Bobby walks. And walks and walks and walks. The low battery icon flashes continuously.

He turns back to check on Clark and Kat. They're only shadows now, at least a football field away.

CLARK
WHAT DO YOU SEE?

BOBBY
Nothing, man... Same old shit.

CLARK
WHAT?

BOBBY
NOTHING YET!

Bobby continues -- waiting for the hallway to end, a door to appear. Anything.

The fluorescents buzz. Bobby's footsteps echo off the walls.

CLONE OF JAMES'S VOICE (O.S.)
... feeellllls likkkke I'mmmm
walkingggg in ciiiirclllleeessss...

Bobby freezes: the voice came from behind the wall. He swallows, his throat suddenly dry.

BOBBY
Guys? Did you hear that?
(pause)
GUYS?

No response. Bobby turns to Kat and Clark...

The hallway's empty. He zooms in, the autofocus struggling to find a subject -- but no one's there. Only the limp rope on the carpet, extending endlessly into the distance.

BOBBY (CONT'D)
HEY! WHERE'D YOU --

KAT (O.S.)
Bobby?

This time the voice comes from behind Bobby. He whips around:

Clark and Kat are a few yards ahead of Bobby -- their backs to camera, the rope unspooling before them.

Somehow, Bobby's ended up on the other side. Kat stares at him over her shoulder, wide-eyed.

BOBBY
Kat? How did you...

SOMETHING TUGS ON BOBBY'S ROPE. The camera flies from his hands as he face-plants into the carpet, his nose breaking with a sickening CRACK. Kat SCREAMS --

The camera lands on the carpet, pointed at Kat and Clark. Kat rushes offscreen to Bobby, in a panic.

Clark's motionless. Paralyzed.

KAT (O.S.)
I've got you! Just hold on --

BOBBY (O.S.)
WHAT IS IT? Can you see anything?

KAT (O.S.)
There's nothing there!

BOBBY (O.S.)
There *has* to --

A loud THUD reverberates down the hall. Bobby WAILS in pain.

BOBBY (O.S.) (CONT'D)
FUCK!

Clark snaps to, sprinting into action. Still holding one end of the rope, he grabs the camera off the floor, points it at:

KAT AND BOBBY

Bobby's flat on his stomach; blood pours from his nose. The rope behind him is taut, hovering off the ground AS SOMETHING UNSEEN TRIES TO WRENCH HIM DOWN THE HALLWAY.

Kat pulls Bobby's wrist, a nightmarish game of TUG OF WAR.

KAT
Can you untie yourself?

BOBBY
It hurts too much...

KAT
Just try, baby... For me...

With his free hand, Bobby blindly fumbles for the rope. Kat stares daggers at Clark.

KAT (CONT'D)
Help us!

CLARK (O.S.)
This wasn't supposed to happen...

KAT
HELP US, YOU FUCKING ASSHOLE!

Clark drops the camera and crouches next to Bobby. He tries to untie Bobby, but it's no use.

CLARK
Listen to me! I need you to stay calm so I can get this off you --

BOBBY
It hurts it hurts it hurts it *hurts*

Bobby flails as the rope tightens. Red pinpricks speckle his shirt, the rope cutting mercilessly into his flesh.

KAT
Hurry up!

CLARK
I'm trying! I can't tell if I should be pulling on the rope or Bobby or what the FUCK is even --

BOBBY
Something's here.

Bobby's eyes are fixed straight ahead, his tone eerily calm.

Clark and Kat glance over their shoulders, following Bobby's gaze out of frame...

The rope behind Bobby ripples, and he's LIFTED INTO THE AIR. He SLAMS against the ceiling --

KAT
NO!

Bobby falls to the floor, his head caved in and leaking.

Again something SMASHES him against the ceiling -- then the floor, the ceiling, up and down with increasing velocity as if he were a weightless rag doll.

Kat and Clark are thrown back on their heels. They can only listen as Bobby's screams turn into gurgles.

Clark stares at his end of the rope: no tension, nothing pulling on it. Which should be impossible -- and yet...

With a final tug, the unseen assailant YANKS Bobby down the hallway. He slides lifelessly along the carpet, vanishing with incredible speed.

Blood-splattered, Kat runs after Bobby's disappearing corpse.

CLARK (O.S.)
Wait! It's not safe --

Clark chases after Kat. He hesitates... Turns back, grabs the camera. As he resumes his chase, Kat just ahead --

A BLACK TENDRIL SLITHERS ON THE CEILING TOWARDS KAT. Clark pivots, SPRINTS in the opposite direction.

Huffing and puffing, Clark moves as fast as his legs will carry him. Endless yellow wallpaper blurs past, until:

INT. NEXUS - BACKROOMS (HANDYCAM FOOTAGE)

Clark finds himself in a CIRCULAR ROOM, side-by-side doors lining the walls.

CLONE OF BOBBY'S VOICE (O.S.)
Ittttt huuuurrtttsss...

The voice drifts from the hallway, too close for comfort.

Clark picks a door at random, rushes inside --

INT. DEPARTMENT STORE - BACKROOMS (HANDYCAM FOOTAGE)

An uncanny rendition of an old Marshall Field's. Racks of clothes made out of wallpaper; MANNEQUINS posed awkwardly and facing the wall.

Clark keeps running; no time to take in his surroundings. He rounds a jewelry display case --

And stops in his tracks.

At the center of the store is a LITTLE GIRL (10) in a yellow rain-slicker. She twirls a black umbrella over her head, just low enough to hide her face.

For a BEAT, Clark doesn't move. He takes a step back...

CLARK (O.S.)
(softly)
Hello?

The umbrella stops twirling.

CLARK (O.S.) (CONT'D)
Are you... Lost?

LITTLE GIRL
Have you seen my daddy?

Clark's stomach drops. He recognizes that line... That *voice*.

LITTLE GIRL (CONT'D)
I can't find have you seen my daddy? I can't find have you seen --

In the B.G., out of focus, the mannequin of a REDHEADED WOMAN adjusts her hair.

The lights cut out, and the Little Girl goes quiet. Only the sound of Clark's heavy breathing... The low battery icon...

The lights turn back on, REVEALING:

THE REDHEADED WOMAN IS DIRECTLY IN FRONT OF CLARK. She's no mannequin -- but she's no woman, either. Every facial feature belongs to someone else, as if an AI was interrupted halfway through generating a person.

As the Redheaded Woman SMILES --

Clark spins, hauling ass, and nearly trips over the Little Girl. She drops her umbrella...

Her face is the same as the Redheaded Woman's, frozen mid-morph. A tear falls from one eye; half of her mouth flashes a toothy grin.

<u>Henceforth, these creatures will be known as STILL LIFES.</u>

LITTLE GIRL (CONT'D)
Have you seen my daddy? I can't --

Clark pushes past the Little Girl, tumbles into a clothes rack, and FALLS THROUGH THE FLOOR.

INT. INDOOR POOL - BACKROOMS (HANDYCAM FOOTAGE)

Clark lands on a sea of yellow wallpaper. No... Not a sea, but a POOL, the water replaced by undulating waves of fabric.

Scrambling to his feet, Clark surveys the area: empty lounge-chairs, a basket full of pool noodles...

He cautiously walks over to the cement lip of the pool, his breath coming hard and fast --

KNOCK KNOCK KNOCK.

Clark whirls around, scanning for an intruder.

KAT (O.S.)
Clark? Are you there?

The camera lands on a section of wall behind a diving board; Kat's voice is coming from within.

CLARK (O.S.)
Kat?

KAT (O.S.)
Thank god... I thought I was alone.

Kat's voice is shaky, shell-shocked. Warily, Clark approaches the wall.

CLARK (O.S.)
How do I know it's really you?

KAT (O.S.)
What do you mean? You can't see me?

CLARK (O.S.)
(hesitates)
Can you see me?

KAT (O.S.)
Yeah. Yeah, you're on the other side of the glass.

Clark places the camera on the diving board and walks over to the wall. He holds three fingers up.

CLARK
How many fingers am I holding up?

KAT (O.S.)
Three. How can you not see me?

CLARK
It's just a wall...

KAT (O.S.)
We need to find Bobby. He's still in here somewhere --

CLARK
Prove it’s you.

Silently, SOMEONE PICKS UP THE CAMERA.

KAT (O.S.)
We don’t have time for this...
(pause)
Okay: you’ve been sleeping in the store since Barbara kicked you out.

CLARK
(surprised)
How do you know that?

KAT (O.S.)
Cuz I just do, alright? Sometimes I show up before you’re awake and have to wait in the car.

Clark lets out a hoarse laugh as the camera ZOOMS IN on him.

KAT (O.S.) (CONT’D)
The fuck is so funny?

CLARK
Nothing, I just... I can’t believe you’re alive.

Relieved, Clark slides to the floor. The camera continues to zoom until his face fills the frame. After a BEAT:

KAT (O.S.)
Who’s in there?

CLARK
What do you mean?

KAT (O.S.)
Who’s with you? Did you find someone else?

Clark tenses. He looks towards the diving board, straight into camera...

And pales, transfixed by something beyond comprehension. As Clark begins to SCREAM --

The battery dies in a FLASH OF STATIC, and we --

SMASH TO BLACK.

II.
MARY

OVER BLACK

The timid voice of YOUNG MARY (15):

YOUNG MARY (V.O.)
How can you be sure?

EXT. SUBURBS - NIGHT (1975)

Autumn in Suburbia. Judging by the cars -- not to mention the TWO TEEN GIRLS in bellbottoms -- we're in the 70s.

The girls stare up at a dilapidated VICTORIAN HOUSE. The tall girl is Young Mary, hair pulled back in her signature bun. The shorter of the two is Mary's older sister, JULIE (17).

JULIE
The lights are out, plus Ron lives across the street and says the old fart's always gone by ten.

Young Mary follows Julie's gaze to a house across the street. A TEEN BOY peers down at them from an upstairs window.

YOUNG MARY
So why isn't Ron coming?

JULIE
Cuz he's a puss. Wave!

Julie waves at the Teen Boy, who flips her off and closes the drapes. The girls make their way up the porch steps, talking in hushed tones.

JULIE (CONT'D)
Besides, it just means more for us.

YOUNG MARY
There's like, a one in a million chance he's got anything valuable.

JULIE
Dead rich wife equals living rich husband -- that's basic math. How else could he afford this place?

YOUNG MARY
I'm sure it's paid off.

JULIE
Oh, you're *sure* about that? Really? How can you be absolutely one-hundred percent --

YOUNG MARY
Fuck off.

They reach the front door. Young Mary pulls a SCHOOL ID from her pocket, slides it between the door and its frame.

YOUNG MARY (CONT'D)
Keep an eye out...

JULIE
Coast is clear. Hurry up.

With total concentration, Young Mary wiggles her card against the lock. There's a click -- the door creaks opens -- and the sisters share a smile.

INT. VICTORIAN HOUSE - CONTINUOUS

Pitch-black and cavernous. A grandfather clock leans against the wall, plastic covers on the antique furniture; the spiral staircase has several steps missing.

Julie enters first, Young Mary close behind.

YOUNG MARY
Whoa... How is it so cold?

JULIE
We should split up. I'll take upstairs, you check down here.

YOUNG MARY
Check for what? We don't even know what we're looking for.

Julie pulls out a flashlight and starts exploring. The beam grows dimmer as she wanders into an adjacent room.

YOUNG MARY (CONT'D)
I don't like this. It feels... Different from the others.

JULIE (O.S.)
It's really not. It's just like Dad's, or school or Houston's --

YOUNG MARY
But he's so *old*. Even if he is a prick, it feels wrong.
(pause)
Jules?

Young Mary turns: she's alone. She peers into the shadows...

YOUNG MARY (CONT'D)
Hello?

JULIE (O.S.)
LET GO OF ME!

Young Mary blanches: the cry came from upstairs. She sprints for the stairs, takes them two steps at a time.

YOUNG MARY
JULIE? WHERE ARE YOU?

Julie SCREAMS. The voice of an OLD MAN responds, sadistic:

OLD MAN (O.S.)
You're in my home, little kitten.
That makes you my property, now
doesn't it?

Young Mary keeps climbing. She's not getting anywhere -- the staircase elongates, spirals upwards, the second floor always a few steps away.

YOUNG MARY
JULIE!

Grabbing the banister, Young Mary makes a desperate leap for the second floor --

No dice. She slips through a missing step and FALLS into the darkness under the stairs. She opens her mouth to scream --

Just as a SHOTGUN BLAST pierces the silence, and the world goes WHITE.

INT. BEDROOM - MARY'S HOUSE - NIGHT

Mary bolts upright, sweaty and panting. She pulls her knees to her chest -- buries her head, rocks back and forth.

PHIL (O.S.)
Mary?

Someone turns on a bedside lamp, REVEALING:

Mary's husband lies next to her in bed. It's none other Phil, the Async employee last seen on Clark's TV.

Groggy, Phil sits up and wraps his arms around Mary. He puts a hand on her sternum, rests his head against hers; you get the sense he's done this before.

PHIL (CONT'D)
Right now, nothing bad is happening.

Mary repeats after Phil, her voice quivering.

MARY
Right now, nothing bad is happening...

PHIL
Right now, you are safe.

MARY
Right now, I am safe...

PHIL
Everything's okay... It's the same old dream...

MARY
It's not a dream.

Mary shakes her head, slowly coming back to earth.

MARY (CONT'D)
If I could just go back... Do something different...

PHIL
I know.

MARY
I'd give *anything* --

PHIL
I know, babe. I know.

The dam breaks. Mary hugs Phil, sobbing into his chest as he comforts her.

INT. LIVING ROOM - MARY'S HOUSE - DAY

A yuppie work party circa the early 90s. Shabby Chic sofas, French windows leading to the yard; a dining table offering a lunch buffet. A dozen ADULTS congregate in groups, talking amongst themselves.

Mary enters, sipping from a can of Diet Coke. She smiles at her guests, pleased with the state of affairs...

Her attention lands the den, visible through a half-open door. Phil and TWO ASYNC EMPLOYEES (40s) talk shop.

EMPLOYEE #1
...less than thirty clicks.

PHIL
Twenty without the spikes.

EMPLOYEE #2
That doesn't mean it's safe.

EMPLOYEE #1
Doesn't it? If atmospheric conditions are identical, I don't see why we're hesitating.

PHIL
It's not the *atmosphere* that worries me, Kevin.

Mary grabs a bowl of potato chips. She approaches the den, still eavesdropping.

EMPLOYEE #2
You're overreacting. Again. There are countless explanations --

PHIL
We all saw the tape -- don't try to tell me that was a glitch.
(pause; softly)
Have you forgotten why we're here?

The question stops Mary in her tracks. Something about Phil's tone -- the way he lowered his voice...

BIG MIKE (O.S.)
Un-effin'-believable.

Mary turns, startled. BIG MIKE (20s), a bald man built like a bouncer, holds up the remains of a chicken wing.

BIG MIKE (CONT'D)
Hope you've got more, cuz these things are incredible.

MARY
Crap. We're running out?

BIG MIKE
Not yet, but I just got here. Gimme a few minutes.

Mike wraps a napkin around the wing. Smiles warmly at Mary.

BIG MIKE (CONT'D)
Hey Mrs. Klein.

MARY
Hey Mike.

BIG MIKE
That's Big Mike to you --

MARY
And Mary to you.

They hug. Mary follows Mike over to the lunch spread, where he grabs another wing.

BIG MIKE
How you holdin' up?

MARY
Okay, I think. It still doesn't feel real.

BIG MIKE
You hear they found his passport in the woods?

MARY
Yeah. Phil keeps me up to speed.

BIG MIKE
Some folks at work think he pulled a D.B. Cooper.

MARY
I thought Cooper robbed a bank?

BIG MIKE
Plane. Don't ask me how they never caught the guy.
(shrugs)
He's probably living it up in Cuba.

MARY
Cooper or James?

BIG MIKE
Both.

MARY
But why would James run? It's not like he stole anything.

Judging from Mary's expression, this possibility had never occurred to her. She eats a chip, thoughtful.

MARY (CONT'D)
I mean... He didn't, did he?

BIG MIKE
Don't think so. But I'm just a grunt -- I'd be the last to know.
(then)
Could've been a mid-life crisis, though you think he'd start with the Corvette. Kevin thinks he was having an affair --

MARY
Don't say that.

Mike follows Mary's gaze to the backyard:

TWO KIDS, 5 and 7, roughhouse in the grass. Sitting on the lip of the pool -- feet in the water, cigarette in one hand and cocktail in the other -- is NANCY KITTREDGE (30s).

BIG MIKE
What? She can't hear me.

MARY
I know. It just makes me feel bad.

Mary studies Nancy through the French windows. After a BEAT, she picks up a plate and starts piling it high with food.

EXT. BACKYARD - MARY'S HOUSE - DAY

Nancy stubs a cigarette out as Mary walks over, carrying the paper plate full of food.

MARY
Hey you. Is this seat taken?

Nancy looks up, brightening; there's a palpable bond between the two women.

NANCY
All yours.

Mary slips out of her shoes and sits, submerging her feet in the pool. She offers the plate to Nancy.

MARY
You should eat something. The wings are getting raves --

NANCY
Maybe later.

Nancy sips her cocktail; liquid lunch it is.

NANCY (CONT'D)
Thanks for putting this together. I know I don't look it, but... I'm grateful. Really.

MARY
C'mon: you're like family to us. The least we can do is circle up until James is back --

NANCY
He's dead, Mare... He's never coming back.

This feels like a kick in the ribs. Mary hunts for the right thing to say: hopeful, not too dismissive...

MARY
I... I'm sure it feels that way, but you can't give up yet.

NANCY
I shared a bed with the man for twelve years -- if there was a possibility of him getting home, he'd have done it by now. He wouldn't... He *couldn't* leave the kids. Not if he had a choice.

Mary gives Nancy's leg a loving squeeze. The kids laugh in the B.G., crashing into each other on purpose.

Lost in thought, Mary steals a sip of Nancy's cocktail.

MARY
Any idea how he might've --

She stops herself, but it's too late. Mary blushes, ashamed:

MARY (CONT'D)
Shit... Nancy, I am so sorry. That was completely out of line --

NANCY
Forget it -- at least you had the balls to ask. Everyone else just tells me to hang in there and lets the cops ask the hard questions.

Nancy drains her cocktail. Examines the bottom of the glass.

NANCY (CONT'D)
I've got no idea how he died. All I know is I feel it, right in here:

She points to her chest, searching the ground for a lighter. Mary hands it to her.

NANCY (CONT'D)
It's this... This blank space, y'know? Where my husband used to be.
(pause)
Does that ever go away?

MARY
I, uh... I think it's different for everyone. We all process grief in our own time.

NANCY
Uh-huh. Now stop being a shrink and give me an answer.

BEAT.

MARY
No. It never goes away.

Nancy nods: she suspected as much. She grabs a cigarette from her purse and lights up, watching the guests mingle indoors.

Mary's hand starts to shake. She hides it behind her back as she gets to her feet, already walking away.

MARY (CONT'D)
Hold down the fort, okay? I'll be right back.

Her breathing quickens, heart racing. She crosses quickly to the French windows, not waiting for Nancy to respond.

INT. BATHROOM - MARY'S HOUSE - MOMENTS LATER

Mary stumbles inside and locks the door. She rummages through the medicine cabinet -- finds the Xanax, dry swallows two.

Outside, the party's in full swing. Mary turns the faucet on to drown out the noise. She sits on the tile floor and leans against the tub, one hand on her sternum.

MARY (V.O.)
Clark, this is Mary again. Your friendly neighborhood therapist.

EXT. CAP'N CLARK'S - AFTERNOON

The parking lot’s empty, with the exception of Clark’s Yugo. Cap’n Clark’s neon signage is off, a CLOSED sign hanging in the door. Mail has been shoved beneath the doors, ransacked packages left out front.

MARY (V.O.)
It’s 12:30 on Tuesday. I had you down for a noon session?

INT. SHOWROOM - CAP’N CLARK’S - AFTERNOON

No lights, no people; no muzak drifting on the stale air. The store resembles a set abandoned by its crew.

MARY (V.O.)
This is your second no-show -- that’s two months I haven’t seen you. I understand if you wanna take a break, but I really need you to reach out. Alright? Give me a call and let me know you’re safe.

INT. LOWER LEVEL - CAP'N CLARK'S - AFTERNOON

As above, so below. Without any windows, it’s even darker down here... Lonelier.

PUSH IN ON THE CHALK ARROWS

Slowly, the gap materializes between them; the yellow glow of the Backrooms beckons on the other side.

MARY (V.O.)
Okay. Hopefully I’ll see you soon.
(pause)
Take care of yourself...

INT. MARY’S OFFICE - THAT MOMENT

Mary’s at her desk. She holds the phone to her ear, hoping Clark will pick up at any moment.

Reluctantly, she hangs up. Listens to the ticking wall clock.

Stares at the empty seat where Clark should be...

EXT. PARKING LOT - CAP'N CLARK'S - DAY

A station wagon parks outside Cap'n Clark's, and Mary steps out. She takes in the unlit neon sign, the winking caricature of Clark. Despite her concern, she can't help but laugh.

Stepping over the torn packages, Mary knocks on the door.

MARY
Clark? You in there?

No response. A BEAT as Mary considers her next move...

Fuck it. She pulls a credit card from her wallet -- makes sure the coast is clear -- and jimmies the door open.

Out of the corner of her eye, Mary notices graffiti on the store windows: two flying birds join a third, the red spray paint still dripping.

The lock CLICKS, and Mary hustles inside.

INT. SHOWROOM - CAP'N CLARK'S - CONTINUOUS

Mary lets her eyes adjust to the relative darkness. Surveys the store, searching for signs of life.

MARY
Anyone here?

She wanders among the model bedrooms, a stranger in a strange land. She pokes her head into Clark's office -- frowns at the pile of unpaid bills on the desk.

Something stands out among the pile of bills, half-hidden: a folded piece of paper, torn from a yellow legal pad.

Mary unfolds the paper, and a driver's license falls out; as expected, the paper is Clark's unfinished map. She picks up the driver's license...

Her blood runs cold. She puts a hand on the desk to steady herself, trying to process what she's looking at:

Not a license, but James' ASYNC ID.

Lights flicker on the lower level, casting an eerie glow on the staircase. Mary turns, on edge.

MARY (CONT'D)
(hesitates)
Clark, if you can hear me...

The lights flicker again, and then stay off.

Mary tucks Clark's map and James' ID into her pocket. On her way to the stairs, she passes Clark's "bedroom":

The sheets are rumpled, the photo of Clark and his ex on the pillow; beneath the pillow, an empty pint of Jim Beam.

Mary quickly moves on; she doesn't have the heart to scavenge through Clark's nest. She descends the stairs...

INT. LOWER LEVEL - CAP'N CLARK'S - CONTINUOUS

Everything's as Clark, Bobby, and Kat left it. Mary does a sweep -- clocks the chalk arrows.

As she approaches the wall, the gap begins to materialize. Mary stops on a dime. She shuts her eyes, looks again:

No gap. Just the darkness playing tricks on her.

Up close, Mary reaches between the arrows. Her finger shakes as it closes in, centimeters from the wall...

Mary pulls back at the last second: *not today,* She speed walks to the stairs, willing herself not to look back.

The lights flicker briefly, REVEALING THE LITTLE GIRL IN THE RAIN-SLICKER. She peers out from the gap, her face obscured --

Mary scampers upstairs, oblivious to her audience.

EXT. HILLS - DAY

Mary drives up a winding road full of potholes. It's a steep slope, cutting through meadows that trail off into the woods.

The ASYNC COMPOUND sits atop the hill, a white pockmark on the verdant landscape.

EXT. PARKING LOT - ASYNC - MOMENTS LATER

Mary parks next to a Jeep, the only other car in the lot. She exits her car, checks the Jeep as she passes. It has a bumper sticker of a Jesus fish with legs, "Darwin" written inside.

INT. RECEPTION - ASYNC - CONTINUOUS

The lobby's a surprisingly pedestrian affair, more befitting a dentist's office than a research lab. A handful of molded chairs, a faux-marble counter for a receptionist's desk.

Big Mike looks up from behind the desk as Mary enters.

BIG MIKE
Mrs. Klein! Long time no see.

MARY
Hey you. Is Phil around?

BIG MIKE
Just missed him. He and the guys went out for lunch.

MARY
But his car's here?

She gestures to the Jeep. Mike shrugs.

BIG MIKE
Must've carpooled.

MARY
Mind if I wait in his office?

BIG MIKE
It might be awhile. They only left a minute ago.

MARY
I've got time.

Big Mike sighs heavily, slightly embarrassed.

BIG MIKE
I'm sorry... I can't let you back there. Not without authorization.

MARY
Oh *c'mon*. It's me.

BIG MIKE
Rules are rules. If it was up to me you'd have free run of the place --

MARY
I won't tell anyone.

BIG MIKE
You won't have to.

He points to the corners of the lobby. Affixed to the ceiling are two state of the art security cameras -- one pointed at the waiting area, the other at the receptionist's desk.

MARY
Wow. Are those new?

BIG MIKE
Just had 'em installed last month.
(pause)
I really am sorry about this...

MARY
I get it. No hard feelings.

Mary smiles and heads for the exit. She stops halfway there, a thought occurring to her.

MARY (CONT'D)
Hey -- can I use your bathroom real quick? I don't think I can make it with rush hour.

BIG MIKE
Please... I'm not a monster. Straight down the hall --

MARY
I know, I know. Thanks Mike.

BIG MIKE
Don't get sneaky on me, y'hear?

He gives Mary a wink. She laughs --

MARY
Wouldn't dream of it.

And rounds the corner, into:

INT. HALLWAY - ASYNC - CONTINUOUS

A long corridor lined with offices, as banal as the lobby.

Mary makes a beeline for the end of the hall. She tries the last office, Phil's name etched on the door... It's unlocked.

INT. PHIL'S OFFICE - CONTINUOUS

Mary slips inside, quietly closing the door behind her. The lights turn on automatically; she quickly shuts them off.

She surveys the cluttered office, not sure what she's looking for. She rummages through drawers, sifts through nondescript paperwork on the desk...

A photo catches her eye: her and Phil on a beach, fresh out of college. She considers the photo, feeling guilty.

What the hell was she expecting to find? Ashamed, Mary heads for the door --

When she notices a blueprint pinned to the far wall: design plans, professionally drafted. Strangely familiar.

Mary draws closer to the blueprint. It's the layout for an office building; the top half trails off, unfinished.

According to text on the bottom of the blueprint, the project is known as KV31.

The more she studies the design, the less sense they make: rooms without doors, hallways circling back on themselves --

And then it hits her. Mary retrieves Clark's map, holds it up to the corner of the blueprint...

<u>A perfect match.</u>

Reeling, she doesn't notice the automatic lights turn on as Big Mike enters.

BIG MIKE
I could lose my job, y'know.

Mary jumps, caught red-handed. She spins, relieved to see Big Mike standing there.

MARY
Jesus... Scared me half to death...

BIG MIKE
You need to go now, Mrs. Klein.

MARY
It's fine -- I've been here a thousand times. I promise Phil won't care.

Big Mike doesn't budge. Mary discreetly shoves Clark's map back into her pocket.

MARY (CONT'D)
Look, just because *I* broke the rules doesn't mean you should get in trouble --

BIG MIKE
I already have.

He points up. Another camera's on the ceiling, pointed at Phil's desk. It whirrs softly, following Mary's every move.

Big Mike opens the office door. Waits for Mary to leave...

She keeps her eyes on the camera, curious who's on the other side -- and what exactly they saw.

INT. LIVING ROOM - MARY'S HOUSE - NIGHT

Mary and Phil sit at the dining table, their meals untouched. Phil sips a martini as he peruses the morning's funny pages.

Mary pierces a potato with her fork. Forces herself to take a bite. Phil peers at her over the top of his paper.

PHIL
Not hungry?

MARY
I had a late lunch. My timing's all off today.

PHIL
Same. Kevin and I went out -- that new French place on Dower?

MARY
Any good?

PHIL
Eh. *Comme ci comme ca.*
(pause)
Heard you pulled a B and E today.

Shit. Mary thinks fast, playing dumb.

MARY
B and E?

PHIL
Oh please. Like I don't know you better than that.

MARY
Fine... I'm guessing Mike told you?

PHIL
It's his job to tell me. What were you looking for, anyway?

MARY
Nothing. I was waiting for you.

PHIL
Could've done that in the lobby.

MARY
(pause)
You're not angry, are you?

PHIL
Just confused. I don't go into your office when you're not there, do I?

MARY
You could if you wanted. I'm not hiding anything.

PHIL
Neither am I --

MARY
What's KV31?

Phil reacts: *now* he's angry. He rubs his temples, feigning deep thought. Drums his fingers on the table.

PHIL
Hm. Lemme think, lemme think... Right -- KV31! That's the top secret project where we pump orphans full of LSD, just to see what happens.

MARY
Don't be passive aggressive.

PHIL
Imagine I went snooping through your files. How would you feel?

MARY
I wasn't snooping, it was right there on the wall. I thought it was a blueprint for a new facility -- didn't think it'd be a big deal...

PHIL
KV31's classified.

MARY
I'm sorry, okay? Forget I asked.

A BEAT as Phil finishes his martini. He watches Mary pretend to eat, weighing his next move...

PHIL
In layman's terms, it's essentially a glorified storage unit. Endless units, really. But the potential applications -- the *implications*...
(growing excited)
Imagine two separate rooms of the same size, occupying the exact same space. Sounds trippy, right?

MARY
Sounds like science fiction.

PHIL
Well it was, until recently. The hard science has to do with super-string magnetism, temporal distortion, yada yada -- I won't bore you. And yes: it's mostly theoretical, but less so every day. Just think what a recursive space could mean for landfills, nuclear waste disposal... Overpopulation, if we're getting ambitious.

Mary struggles to wrap her mind around Phil's explanation.

MARY
So what is it, exactly? An actual room, or...

PHIL
Right now it's an idea, and you'd need at least four years at MIT before I could even begin to explain it to you.
(shrugs)
Truth is, it's probably like every other project: exciting for about ten people, mind-numbingly boring for everyone else. And very, very unlikely to see the light of day.

MARY
I don't think it's boring.

PHIL
Babe, we've got some of the brightest minds in the country working on a storage unit -- we're not exactly colonizing Mars here.

Phil chuckles to himself. Rests his hand atop Mary's.

PHIL (CONT'D)
I was being a dick. Forgive me.

MARY
It's fine... I deserved it.

PHIL
Then you *were* snooping?

MARY
What? No, I just mean --

PHIL
I'm kidding, I'm kidding.

Phil stands, empty martini glass in hand. He kisses the top of Mary's head --

PHIL (CONT'D)
Love you to the moon, babe.

And wanders into the kitchen. Mary stabs another potato with her fork... Gives up and pushes her plate to the side.

INT. FOYER - VICTORIAN HOUSE - NIGHT (1975)

As before: pitch-black and cavernous. Several steps missing from the spiral staircase.

Young Mary shivers in the unheated foyer. Julie pulls out a flashlight and starts exploring.

YOUNG MARY
I don't like this, Jules. It's...
Different than the others.

JULIE (O.S.)
It's really not. It's just like
Dad's, or school or Houston's --

YOUNG MARY
But he's so *old*. Even if he is a
prick, it feels wrong.
(pause)
Jules?

Young Mary turns, peering into the shadows... But there's no sign of Julie.

YOUNG MARY (CONT'D)
Hello?

JULIE (O.S.)
Found something.

The voice is just behind her. Young Mary turns back around, only to find herself in --

INT. BEDROOM - VICTORIAN HOUSE - CONTINUOUS

A cobwebbed chandelier hangs precariously over an antique canopy bed. The tops of other houses are visible through the window; we're on the second floor.

Disoriented, Young Mary watches Julie struggle to move a large dresser.

YOUNG MARY
How did you...

JULIE
Check it out:

She gestures to the wall, where the edge of a wall-safe pokes out from behind the dresser.

JULIE (CONT'D)
Gimme a hand, will ya? It's like a thousand pounds.

Operating on dream logic, Young Mary helps Julie push the dresser with everything she's got.

JULIE (CONT'D)
C'mon...

The dresser scrapes against the floor, an inch at a time...

OLD MAN (O.S.)
Who's up there?

YOUNG MARY
Shit!

Young Mary jumps back from the dresser, heart pounding. Julie claps a hand to Mary's mouth:

JULIE
Shhhhhhhh...

The girls listen as HEAVY FOOTSTEPS ascend the stairs.

OLD MAN (O.S.)
I can still hear, y'know. I may be ancient, but I'm not deaf.

The Old Man's voice is authoritative, playful... Sadistic.

Young Mary's frozen to the spot, terrified. Julie grabs her by the shoulder, points to the bed. Mary nods.

As quietly as they can, the girls sneak across the room and crawl under the bed --

The door bursts open, slamming against the wall. Chunks of plaster rain down on the floor.

From their hiding spot, the girls can only make out the Old Man's lower half: pleated tuxedo pants and dress shoes. At odds with his gothic sanctuary.

OLD MAN (CONT'D)
Well then: hide and seek it is.

A double-barreled SHOTGUN appears at the Old Man's side. He holds it by the butt -- lets it drag along the floor.

Young Mary and Julie share a look of sheer panic. The Old Man ambles over to the closet...

OLD MAN (CONT'D)
Here, kitty kitty...

The window...

OLD MAN (CONT'D)
Come out come out wherever you are.

And the bed. He stops, his feet inches from the girls.

OLD MAN (CONT'D)
Here, kitty kitty... Here, kitty --

A hand suddenly reaches under the bed and grabs Julie's leg. She SCREAMS as the Old Man drags her out into the open, her fingernails gouging the wood.

OLD MAN (CONT'D)
There ya are!

JULIE
LET GO OF ME --

Young Mary bites her lower lip to keep from screaming. She retreats further under the bed, eyes fixed on Julie.

OLD MAN
You're in my home, little kitten.

Julie claws at the Old Man, but she's no match. He flips her onto her stomach -- holds her in place with his foot.

OLD MAN (CONT'D)
That makes you my property, now doesn't it?

Young Mary and Julie lock eyes --

Except Young Mary is now present-day Mary, just as helpless as she was fifteen years ago. Julie reaches for her adult sister, blind to the swap.

The Old Man places the shotgun muzzle against Julie's head. He wraps her hair around the barrel...

Julie keeps her eyes on Mary, too scared to cry. When she speaks, it's quiet enough that only Mary can hear:

JULIE
Help me...

Young Mary inches backwards, further and further into the darkness. Away from Julie.

BANG! Chunks of skull and brain splatter Mary. She SCREAMS as the room fills with SEARING WHITE LIGHT --

INT. BEDROOM - MARY'S HOUSE - NIGHT

Mary bolts upright in bed, sweaty and panting. She pulls her knees to her chest -- buries her head, rocks back and forth.

After a BEAT, she checks Phil's side of the bed: empty. She turns the bedside lamp on...

Phil's nowhere to be found. The covers are pulled back, his glasses missing from the nightstand.

VOICES drift into the room, hushed and conspiratorial. The words are indistinct, the tone tense.

Mary looks towards the bedroom door: it's ajar. Careful not to make any sound, she begins to dress.

INT. LIVING ROOM - MARY'S HOUSE - MOMENTS LATER

Mary exits the bedroom in yesterday's clothes. She scans the living room...

The voices are coming from the den, muffled by the closed door. She tiptoes closer, straining to hear:

EMPLOYEE #1 (O.S.)
What'd you tell her?

PHIL (O.S.)
The usual buzzwords. Some nonsense about magnetism --

EMPLOYEE #2 (O.S.)
That's not nonsense.

PHIL (O.S.)
It is to her. If I didn't make it sound plausible, she'd know I was hiding something.

EMPLOYEE #1 (O.S.)
She already does. Why else would she be poking around?

Mary's at the dining room table, only a few feet from the den. She grips the table to steady herself, fingers brushing Phil's martini glass.

EMPLOYEE #2 (O.S.)
What happens when she finds out?

PHIL (O.S.)
You mean *if* she finds out.

EMPLOYEE #2 (O.S.)
I mean when. You said it yourself: she's smart. And now she's curious, which puts us in a tough position.

There's a long pause. Mary breathes shallowly, terrified of being caught... Even more terrified of what she's hearing.

PHIL (O.S.)
Are you listening to yourselves? We're not talking about lab rats, for God's sake.

EMPLOYEE #1 (O.S.)
If there was any other viable option, you know I'd be the first --

Mary's hand slips, knocking the martini glass off the table. It SHATTERS on the hardwood floor, louder than bombs.

BEAT. Sweat pools on Mary's forehead. She wipes it, rooted to the spot -- drowning in silence...

PHIL (O.S.)
Mary? Is that you?

Cautiously, Mary takes a step back. A floorboard creaks.

PHIL (O.S.) (CONT'D)
Babe?

The door to the den begins to open...

And Mary books it. She grabs her keys off the coffee table, nearly tumbles over a stray pair of shoes as she throws the front door open --

EXT. MARY'S HOUSE - CONTINUOUS

Mary races for the driveway, not bothering to look behind her. She makes it to her station wagon -- fumbles the keys, picks them up as Phil appears in the doorway.

PHIL
Did you have another nightmare?

Panicking, Mary unlocks the door and slides into the driver's seat. She turns the car on, throws it into reverse --

Phil cuts across the lawn at a steady pace.

PHIL (CONT'D)
C'mon, babe... What're we doing out here? Let's go inside, talk things through --

Mary slams on the gas. The car reverses wildly, fishtails as it hits the street. Phil breaks into a run.

PHIL (CONT'D)
HEY! JUST HOLD ON A MINUTE --

But Mary's already gone, tires squealing as she speeds into the night.

EXT. HIGHWAY - NIGHT

Mary's car barrels down the highway. Orange reflectors shine in the headlights, ominous woods on either side.

The station wagon hurtles past an exit. It SCREECHES to a stop -- backs up -- and veers onto the offramp.

I/E. MARY’S CAR - CAP'N CLARK'S - NIGHT

Mary parks, white-knuckling the wheel. She peers through her windshield at Cap’n Clark’s: the lights are on, neon signage bathing the parking lot in a red and blue haze.

She closes her eyes, puts a hand on her sternum. Breathes.

MARY
(in sotto)
It’s okay... You’re okay. Right now, nothing bad is happening. Right now, you are safe...

A siren WAILS nearby. Mary braces, checks her rearview:

A POLICE CAR speeds down the road, lights mingling with the neon glow of Cap’n Clark’s.

Mary waits until the cop car’s out of sight. She stares into the brightly lit store. Kills the engine...

INT. LOWER LEVEL - CAP'N CLARK'S - MOMENTS LATER

Mary descends the stairs. She heads directly to the chalk arrows -- reaches between them...

Her hand disappears into the wallpaper.

Mary jumps back. She inspects her hand, the wall... Tries again, until her arm disappears up to the elbow.

Her eyes widen. She stands there for a BEAT, on the precipice of the unknown...

Steeling herself, Mary enters the wall.

INT. FURNITURE STORE - BACKROOMS - CONTINUOUS

Mary stands at the edge of the room, dwarfed by the furniture pyramid. She does the usual song and dance: checks the wall behind her -- no sign of the world she left behind. Scans her new environment, scared. Curious.

CLONE OF CLARK’S VOICE (O.S.)
Heeellllllppppp.... Mmmmeeeeee...

At first, Mary doesn’t dare respond. Then:

MARY
Clark? Is that you?

Silence.

INT. SHRINKING HALLWAY - BACKROOMS - LATER

Mary wanders the hallway, a rat in a maze. She reaches the frontier bank, peeks around the corner...

MARY
Hello?

Again: no response. Inside, the security camera whirs softly.

INT. CANDY STORE - BACKROOMS - LATER

Mary crawls out of the wall safe. She stands, glances around:

The walls are covered from floor to ceiling in red paint, the same message written over and over again:

3 BIRDS

7 SECONDS

Mary traces the words with her fingers; the paint flakes off, long since dried.

In the B.G., an out-of-focus FIGURE slides out of the walls. He stands stock still in the corner, watching Mary.

Sensing a presence, Mary whirls around. She squints at the figure, fear giving way to confusion...

MARY
Clark?

Sure enough, the man is none other than Clark. A patchy beard hangs from his gaunt face, his hair almost completely white; he's aged decades since we last saw him.

Mary approaches cautiously, alarmed by his appearance.

MARY (CONT'D)
I can't believe you're actually here. I thought I was alone...

Clark doesn't move. Doesn't say a word.

MARY (CONT'D)
I'm sorry... I am so, so sorry. I should've listened to you --

CLARK
Shhhhhhhhh. He'll hear us.

His voice is barely above a whisper. He searches the ceiling with sniper eyes, on high alert.

MARY
Where are we?

CLARK
At the source. Where it all begins.

Something in Clark's manner gives Mary pause. Not just his words, but his tone -- the eerie playfulness in his voice.

MARY
How long have you been here?

CLARK
Oh... I've always been here. We both have.

Something wet and heavy slaps against the ceiling, like the upstairs neighbor from hell.

Mary's eyes dart upwards, a chill running down her spine.

MARY
What was that?

Clark's features go slack. He points behind Mary, monotone:

CLARK
I told you he'd hear us.

Panicked, Mary swivels around... But no one's there.

In a flash, Clark LUNGES. Before Mary knows what's happening he has her in a chokehold, squeezing her carotid arteries as she gasps, flails, struggling to free herself.

Clark lowers himself to the floor, taking Mary with him. Her eyes bulge, her face reddens --

And she goes limp, arms splayed at her sides.

Clark loosens his grip, out of breath. Mary's head lolls to the side, spittle pooling on Clark's shirt.

A BEAT as Clark examines Mary's unconscious body. Silently, beneath the buzzing fluorescents, he starts to cry.

CUT TO BLACK.

III.
BREAKTHROUGH

OVER BLACK

Breathing. The rhythmic lurch of a body dragged over asphalt.

Harsh light disturbs the darkness, ILLUMINATING:

INT. SUBURBAN STREET - BACKROOMS

CLOSE ON MARY

As she fights to regain consciousness. She's on her back, her hair trailing behind her. She raises her head a few inches...

Clark has Mary by the legs, his back hunched as he drags her across a freshly paved road.

Mary moans. She glimpses a row of identical YELLOW HOUSES: manicured lawns, white picket fences. The suburban dream.

The ceiling's painted sky blue. A large drawing of a CARTOON SUN looms over the houses -- a child's rendition, with a crooked smile and squiggly lines to indicate heat.

With a grunt, Clark yanks Mary onto the sidewalk. Her head bounces against the cement, and we --

SMASH TO BLACK.

OVER BLACK

Another muffled soundscape: a plate dropped on a table, a chair catching carpet. A performative sigh.

CLARK (V.O.)
Think of the brain as a forest.

The blackness gives way to:

INT. KITCHEN - BACKROOMS

MARY'S POV

A yellow tablecloth fills the frame, with a haphazard pattern of cartoon suns. Mary's vision is hazy, unfocused; Clark's voice comes from a million miles away.

CLARK (O.S.)
Our job is to clear a new path. Of course, that won't be easy... Not at first.

Too weak to lift her head, Mary strains to see below the tablecloth. A bloody rope fastens her wrists to the arms of a chair -- the same rope once attached to Bobby.

CLARK (O.S.) (CONT'D)
There's branches and trees and a whole buncha other shit in the way.

Groaning, Mary manages to lift her head...

WIDE ANGLE

A brightly lit kitchen, complete with fridge and small dining table. Yellow walls, beige carpet; the usual fluorescents.

Three Still Lifes are positioned in the room like furniture:

THE LITTLE GIRL

Crouches on the countertop, twirling her umbrella.

THE REDHEADED WOMAN

Stands next to the fridge: all smiles, perfect posture. The consummate mannequin.

A HEAVYSET MAN

Sits at the table in a Hawaiian shirt, hands folded in his lap. His face betrays no emotion, as distorted as the others.

And then there's Mary -- seated across from Clark, arms and legs bound to her chair.

Despite the overheads, the table's decorated with BURNING CANDLES. Clark and Mary each have a plate of food piled high with something pale and spongy; cake, perhaps.

So then: it's a date. Clark flashes a toothy grin.

CLARK (CONT'D)
It's a real mess, am I right?

Mary's fully awake now, her current nightmare coming into laser focus. She tests her ropes... The knots hold fast.

MARY
(softly)
Why are you doing this?

CLARK
Answer the question.

Mary takes a deep breath. Nods, playing along.

MARY
Yes... It's a real mess...

CLARK
But we keep at it, don't we? We walk that new path until it's second nature. Until we stop making the same mistakes and reaching for the same solutions, over and over --

MARY
I'll do anything, just... Tell me what you want.

CLARK
I want you to listen. I want you to know that *you were wrong*.

He sneers, his rage just below the surface.

CLARK (CONT'D)
The truth is, we can't change a damn thing -- the forest *always* tells us where to go. We're born on a path and we die on that path, and the only thing we can do is follow it around in itty bitty circles until we finally drop dead.
(pause)
Y'know, I think this therapy stuff is really starting to help.

Clark chuckles. He pulls a HUNTING KNIFE from his pocket and cuts himself a piece of "cake".

MARY
We can talk about this, okay? If you untie me, we'll talk it all through -- get you feeling better --

CLARK
Let's say I did untie you. What then? You'd run around like a chicken with its head cut off, hoping to find a way out... And do you know where you'd end up?

Clark takes a bite, talking with his mouth full.

CLARK (CONT'D)
Same place you are now. You'd make the same mistakes -- try the same solutions -- and here you'd be. Right where the forest wants you.

MARY
You're not thinking straight...

CLARK
Do I deserve to be alone?

MARY
No! No one deserves to be alone.

CLARK
Wrong again.

Leaning over the table, Clark slides his knife across Mary's cheek. She flinches, forces herself not to scream.

CLARK (CONT'D)
I hurt people. I don't want to...
It's just the way I'm wired.

He puts pressure on the blade, hard enough to draw blood...

LITTLE GIRL (O.S.)
Have you seen my daddy?

Scowling, Clark turns to the Little Girl. Mary tries again to loosen her ropes.

LITTLE GIRL (CONT'D)
I can't find have you seen my
daddy? I can't find have you seen --

CLARK
For the last time, you don't *have* a
daddy. The reason you can't find
him is because he doesn't exist --
you're an orphan.

LITTLE GIRL
(pause)
Have you seen --

CLARK
SHUT. THE FUCK. UP.

The Little Girl giggles. She kicks her feet on the counter, spins her umbrella; not a care in the world.

Clark turns back to Mary, who immediately stops struggling.

CLARK (CONT'D)
Sorry about that. I haven't even
introduced you, have I?
(sighs)
Not exactly host of year...

He points at the Still Lifes as he names them.

CLARK (CONT'D)
Mary, these are my friends. That's Ginger, Hawaiian Shirt, Umbrella Girl... I used to put more thought into the names, but it's easier this way. I don't like getting attached to my food.

Mary pales. She stares at the mound of "cake" in front of her, bile rising in her throat.

CLARK (CONT'D)
This place builds 'em by the truckload. Admittedly, there are a few kinks to work out:

Clark waves at the Redheaded Woman. She smiles blankly, vapid and unseeing.

CLARK (CONT'D)
But they're a big improvement on the previous model. No thoughts, no pain, no ego... They simply exist. Like furniture.

He lowers his voice, as if letting Mary in on a secret:

CLARK (CONT'D)
And you wanna know the best part? They can't feel a thing.

Clark PLUNGES his knife into the Heavyset Man's neck; like the Redheaded Woman, he doesn't react. Doesn't even bleed.

CLARK (CONT'D)
Can you imagine how *good* that must feel?

Mary SCREAMS, desperate now. She twists in her chair, fights against her ropes. Clark frowns.

CLARK (CONT'D)
Your food's getting cold.

He grabs the food from Mary's plate, pries open the Heavyset Man's mouth -- shoves the food inside -- and closes the Man's mouth with a tap on the chin.

The food spills right back out, falling into the Man's lap.

Whistling, Clark unbuttons the Hawaiian shirt...

LARGE CHUNKS of the Man's torso are missing. The gaping holes reveal no intestines, no blood or organs; he's solid all the way through, made entirely of the same pale substance.

Mary sways, on the verge of passing out. Clark TEARS A NEW CHUNK out of the Heavyset Man's belly, as easy as grabbing a handful of birthday cake.

He plops it on Mary's plate. Licks his fingers.

CLARK (CONT'D)
They're better than you'd think. A bit spongy, but you get used to it.
(off MARY's disgust)
Relax -- it's not like they're actually people.

Clark follows Mary's gaze to the fridge. The door's ajar, REVEALING THE HALF-EATEN BODY OF KAT.

CLARK (CONT'D)
Right. That, uh... That was my assistant manager. I got a little mixed up.
(shrugs)
Whoops.

He kicks the refrigerator door closed and drops into his chair, gazing at Mary with something like love. BEAT.

CLARK (CONT'D)
How 'bout a little ambience?

Clark grabs a REVOLVER from under his seat. Mary flinches.

CLARK (CONT'D)
There's a gun store just down the hall. Gotta be careful, though: if the walls start breathing, you've gone too far.

He points his gun at the fluorescents. Shakes his head.

CLARK (CONT'D)
Would you believe there isn't a single light switch in here?

Clark SHOOTS out the ceiling lights one by one. Mary screams, ducks, harmless shards of plastic raining down on her.

The room goes dark, save for the guttering candles. Clark puts the gun down and CLAPS, addressing no one in particular:

CLARK (CONT'D)
Music, please.

Mechanically, the Redheaded Woman turns on a mid-century radio. Some unholy approximation of a SINATRA BALLAD floats from its speakers, the words gibberish.

The Little Girl twirls her umbrella in time to the music. Clark exhales, at peace.

CLARK (CONT'D)
Boy, I can't tell you how nice it is to be home.

Mary can only stare at Clark, wondering what comes next. Not wanting to find out.

CLARK (CONT'D)
I missed you, Barb. More than you'll ever know.

And there it is -- there's the game. Mary hesitates, worried she's misread the situation...

MARY
It's... Good to have you back.

Clark smiles. He removes his knife from the Heavyset Man's neck, uses it to pilfer some of Mary's food.

CLARK
Sorry I woke you last night.

MARY
(hesitates)
Maybe if you'd come home earlier...

CLARK
I was checking inventory.

Mary swallows nausea as Clark eats. She forges ahead; what choice does she have?

MARY
Don't lie, honey. I could smell it on your breath.

CLARK
Oh for Christ's sake. I had a hard day -- I needed to wind down.

MARY
All you ever do is wind --

CLARK
CUT!

Clark SLAMS his fist into the table. His glass of water flies off the table and SHATTERS on the floor.

Mary holds her breath, expecting the worst...

CLARK (CONT'D)
This isn't working. Not you --
you're doing great. It's just, you
don't look a thing like her.

Clark scratches his beard, deep in thought. His eyes shift to the Redheaded Woman...

He stands, knife in hand. Smiles warmly at Mary.

CLARK (CONT'D)
Wait there.

Gently, Clark lifts the Redheaded Woman's hair. He positions the knife's serrated blade at her hairline --

And CUTS, peeling "skin" back as he scalps the Still Life. She stands stock still, blissfully unaware.

Clark approaches Mary with the scalp. She twists her head, tries vainly to avoid the inevitable.

MARY
Don't... DON'T --

He places the scalp atop Mary's head; long red hair falls across her face. He steps back, admires his handiwork.

CLARK
Much better.

MARY
LET ME GO!

CLARK
Let's see... Oh. Right.

Clark sits. Rolls his shoulder, getting into character. Then:

CLARK (CONT'D)
So I had a few beers. What's the
big deal?

MARY
I'm not your wife! I've never even
met the woman --

CLARK
You want kids, don't you? Because that takes money, which means *someone* has to work around here.

Mary shakes the wig off, nearly tipping over in the process.

CLARK (CONT'D)
I *said*, someone has to work around here...

Clark spins his knife on the table. The blade slows, pointing at Mary in a perverse game of Spin the Bottle.

MARY
I... I'm going to school.

CLARK
And who do you think's paying for that? Huh?

Mary opens her mouth, but the words won't come; she's too scared to function. She tries again, stammering:

MARY
Just because you didn't get to be an architect...

CLARK
Barbara, I swear to God...

MARY
Doesn't mean I have to give up, too.

CLARK
I AM A FUCKING ARCHITECT, I'm just stuck selling shit furniture because you won't get off your fat fucking ass and --

MARY
Fuck you.

Clark freezes: that's not how this goes.

CLARK
(hesitates)
What did you say?

MARY
You heard me.

Mary leans forward as far as her ropes allow. Whispers:

MARY (CONT'D)
Fuck. You.

Just like that, the balance of power shifts. The tremor leaves Mary's voice; her breathing slows.

MARY (CONT'D)
You wanna know the real reason I kicked you out? It wasn't the drinking, or the outbursts, or the stumbling home at all hours... It was the *whining*.

Mary's eyes narrow, full of malice. She's enjoying this.

MARY (CONT'D)
Nothing's ever your fault. You hate your job? Blame me. Drink too much? Blame your job. Kicked out of the house? Blame your drinking. Tie me up? *Threaten me?* Blame your brain. After all, it's just the way you're wired -- isn't it?

Clark doesn't know what to say. He looks at his shoes, like a little boy scolded by his mother.

MARY (CONT'D)
Answer the question.

CLARK
Yes...

MARY
Well guess what: you *are* your brain, you dipshit. You are your marriage, your drinking, your job... All of it. You are every bad thing that's ever happened to you -- you're just too busy playing victim to see who's holding the knife.

Mary locks eyes with Clark.

MARY (CONT'D)
I can't save you. Even if I wanted to... It's not up to me.
(in sotto)
I can't save anyone...

Mary pauses upon hearing her own words; they're a revelation. She says them again, louder this time.

MARY (CONT'D)
I can't save anyone.
(pause)
I can't. Save. *Anyone*.

She laughs softly, a little manic -- fifteen years of guilt finally starting to shift.

Clark watches her, more vulnerable than we've seen him.

CLARK
It's all my fault?

MARY
Yes.

CLARK
I pushed her away...

MARY
Yes.

CLARK
To hurt myself...

MARY
Yes.

CLARK
(pause)
How do I stop doing that?

BEAT.

MARY
Honestly? I have no fucking idea.

Clark considers this, focused on his knife. He walks over to Mary's side of the table... And cuts her ropes.

Mary rubs her wrists. Dries her eyes. She and Clark share a moment in the flickering candlelight, born again.

CLARK
I'm sorry, Mary...

MARY
For what?

A shy smile spreads across Clark's face; Mary mirrors it. He gestures to his broken glass, water seeping into the carpet.

CLARK
The gla --

A BLACK TENDRIL BURSTS THROUGH THE CEILING AND COILS ITSELF AROUND CLARK.

Mary falls, screaming as the tendril SMASHES Clark into the table. He gasps for air, eyes bulging --

LITTLE GIRL
I FOUND HIM! I FOUND HIM!

Another tendril drops from the ceiling. It sweeps the room, laying waste to the walls, the fridge, the counter.

Mary scrambles for a hiding spot in the corner. She ducks behind a jagged section of table --

Just as the roaming tendril grabs the Little Girl's umbrella and LIFTS HER INTO THE CEILING.

There's a SHRIEK from above, ear-piercingly loud. Mary covers her ears, fixed on:

CLARK

The tendril shakes him back and forth, like a dog destroying a stuffed animal. There's a CRACK as his spine snaps, his face blue from lack of oxygen.

Suddenly, the tendril lets go of Clark. He crashes to the floor in front of Mary --

His eyes find hers. Mary claps a hand to her mouth to keep from screaming.

Clark's on his side, unable to move -- paralyzed from the waist down. Blood spills from his lips; when he speaks, it's quiet enough that only Mary can hear:

CLARK
Help... Me...

Mary retreats into her hiding spot. Away from Clark.

In one fluid motion, a tendril wraps around Clark's neck and PULLS. His neck stretches, SKIN TEARING AS HIS HEAD DETACHES FROM HIS BODY.

Panic hits. Mary sprints for the exit --

The ceiling COLLAPSES under the creature, filling the room with SEARING WHITE LIGHT. Mary turns, unable to help herself:

The ENTITY towers over her, a failing mess of onyx tendrils descending from a sinewy torso.

The face, undulating as if made of liquid, is featureless; rainbows shimmer like oil in the blackness.

Despite having no mouth, the Entity lets out another shriek.

Mary snaps back to reality. She shoves the door open --

INT. SUBURBAN STREET - BACKROOMS

Mary keeps up the pace, racing through the yard and down the street. In the B.G., the Entity scurries out of the hole in the roof and disappears behind Clark's house.

The fluorescents transition to a dark green glow, reminiscent of the northern lights --

There's no time to react. The Entity darts between houses, a shadow among shadows. Enjoying the hunt.

With mounting horror, Mary realizes the street dead-ends at a wall -- houses ending abruptly, sliced in half.

The Entity shrieks and scampers into the street, dog-like as it gives chase.

Out of options, Mary clocks an AIRPLANE DOOR hidden by a five-wheeled Buick. She closes the gap, the Entity on her heels.

She pushes the rounded door open and ducks inside. A tendril reaches for her with lightning speed --

INT. AIRPLANE CABIN - BACKROOMS

Mary slams the door shut and tightens the lever. The Entity crashes into it with its full weight; the aluminum buckles.

The door holds, but for how long? The Entity slams into it again, knocking Mary on her ass.

She jumps back up, gets her bearings:

The plane's the size of a 747. It's indistinguishable from the real thing, with one notable exception: yellow wallpaper on the other side of the windows.

SLAM! Screws comes loose and fall to the floor. Mary runs towards the front of the plane --

The engines whine. With a burst of feedback, a VOICE comes over the speakers:

CLONE OF MARY'S VOICE (O.S.)
Howwww looooonnnggg haavvveee youuu beeennnn heeeerrrreeeeee?

Mary makes it to the cockpit door, grabs the lever --

But the door won't budge.

MARY
FUCK!

The plane TILTS UP, engines roaring. It tilts higher, higher, too steep too quickly --

SLAM! SLAM! SLAM! The Entity pounds on the cabin door with increasing ferocity.

Mary's legs go out from under her. She grips the door lever for dear life as the plane goes vertical, her legs dangling behind her --

She glances out the window: the wallpaper's been replaced by infinite dark, rainbows shimmering like oil in the blackness.

SLAM! The cabin door flies off its hinges as the Entity surges into the plane. It shrieks, victorious.

MARY (CONT'D)
No no no no no no no --

Mary rocks back and forth, attempting to loosen the lever. In the B.G., the Entity scales the cabin, pulling itself upwards using the seats.

The lever wiggles, ever so slightly. Mary puts her feet on the wall, uses it for leverage...

CLONE OF MARY'S VOICE
Ittt nevverrr... Goesss awwwayyy...

No doubt about it: the voices are coming from the Entity. It's right behind Mary, tendrils extending in her direction --

Mary kicks back from the wall with everything she's got. The door opens inwards --

And sends her crashing into the Entity. A tendril slithers up her leg, slow and curious.

Adrenaline surging, Mary kicks at the Entity. She grabs the doorframe, muscles taut as she hoists herself up --

EXT. WOODS - DAY

Mary scrabbles up a dirt incline, desperate to escape. She flips onto her back, ready for the Entity...

Instead, the cockpit door defies gravity and swings upwards, sealing itself shut.

The world goes quiet. Panting, Mary rests her head on the ground and stares up at the oak trees -- the blue sky...

It hits her all at once: she's outside. *She escaped.*

Mary sits up. She looks in every direction, not quite ready to believe her luck.

Finally, she laughs. Cries. Lets it all out.

Slowly getting to her feet, Mary sees a path snaking through the trees. She follows, too relieved to feel her exhaustion.

EXT. HILLS - DAY

Mary emerges from the woods, surprised to find herself in the rolling green hills below Async. The meadow stretches before her, bisected by the road. Impossibly serene.

She squints against the sun: as expected, the Async compound sits atop the hill, all glass and cement.

As Mary heads toward the road, three birds take flight from a nearby tree. Smiling, she watches them soar out of sight.

Mary continues. She turns, aware of a rustling sound...

Three birds take flight, emerging from the same tree.

Mary slows, eyes glued to the tree. She waits... And waits...

Three birds take flight. Same birds, same tree.

Mary's stomach drops. Quietly, she begins to count:

MARY
Seven... Six... Five... Four...
Three... Two... One --

Three birds take flight. Three birds -- seven seconds.

Mary starts walking backwards, her face a mask of horror.

MARY (CONT'D)
Seven... Six... Five... Four...
Three... Two... One --

A TENDRIL SHOOTS OUT OF THE GRASS, dislodging a perfectly square section of meadow. It lands bottom up at Mary's feet:

The other side's gypsum. It's a ceiling tile.

Mary takes off in the direction of Async. THE ENTITY CRAWLS BELOW HER -- tendrils piercing upward, tossing ceiling tiles into the air.

Mary narrowly dodges the Entity's limbs; she's on empty, her mind fracturing. She dares to peer into a square hole:

Far below her is the platonic ideal of the Backrooms, yellow walls and beige carpet extending in all directions.

A tendril hits Mary's back, and she goes down hard. With her face on the grass, another tendril scrapes her ear --

She rolls to the side, narrowly avoiding a tendril that would have pierced her chest. She jumps up and sprints, in lockstep with the Entity as they reach --

INT. RECEPTION - BACKROOMS ASYNC - CONTINUOUS

Mary bursts inside: the facility's empty. She rushes past the front desk, around the corner --

INT. HALLWAY - BACKROOMS ASYNC - CONTINUOUS

Down the hallway, passing Phil's office on the right. She throws open the stairwell door --

INT. STAIRWELL - BACKROOMS ASYNC - CONTINUOUS

Mary rushes down the stairs, holding the railing to keep from falling. A SHRIEK echoes from above.

She hits a landing, banks the corner and continues down. Hits another landing, continues, on and on as the white walls are gradually overtaken by yellow wallpaper, the metal stairs by beige carpet.

The Entity rounds the corner behind her, scurrying along the wall at top speed.

At the bottom, Mary charges the only door available to her --

INT. ENTRYWAY - BACKROOMS - CONTINUOUS

Mary runs blindly into this barren room, searching for the next door, the next hallway -- any possibility of escape...

And then she sees it: a large opening, carved into the wall across from her.

Through the makeshift doorway, THREE PEOPLE IN HAZMAT SUITS watch Mary. One of them jots notes on a clipboard.

She sprints towards them, shouting at the top of her lungs.

MARY
HELP! PLEASE, YOU HAVE TO HELP ME --
THERE'S SOMETHING IN HERE!

The Hazmat Techs don't seem to hear her. Eyes fixed dead dead, Mary uses the last of her energy to breach the wall --

INT. THRESHOLD CHAMBER - ASYNC - CONTINUOUS

As soon as she's on the other side, Mary collapses to her knees. She pants, breathless... On the verge of fainting.

She's in some sort of underground lab -- a far cry from the corporate 70s trappings of the Backrooms. Metal cylinders line the walls; an outdated super computer blinks in semi-random patterns, monitors displaying unstable waveforms.

Something shifts into place behind Mary. She turns:

On this side of the Backrooms entrance -- the threshold, in Async parlance -- is a thick metal door. Dazed, Mary watches as it slides closed, the Backrooms vanishing behind it.

HAZMAT TECH (O.S.)
Mary?

She stares up at the Tech, shocked to hear her name. Too weak to respond. He helps her to her feet...

MARY
Who are you?

The Tech removes his helmet --

It's Phil. He smiles sadly at Mary, dark circles under his eyes from a sleepless night.

At first, Mary's stunned into silence. A million questions flitter through her mind...

Then she falls into Phil's arms, fighting back tears.

MARY (CONT'D)
I thought I was gonna die... I really thought --

PHIL
I'd never let that happen.

MARY
Where are we? How did you know I'd be here?

PHIL
I was waiting for you.

Mary studies Phil's face. He doesn't sound happy to see her; he sounds heartbroken.

PHIL (CONT'D)
Love you to the moon, babe.

Something's not right. Mary glances at the other Techs, still hidden behind their helmets...

She winces -- looks down at her stomach, in time to see Phil remove the syringe.

MARY
I don't... I don't understand...

PHIL
You will. One day.

Mary panics, reaching for Phil with her free hand. Big Mike steps out of the shadows, forces Mary's arms behind her back.

MARY
Let go of me --

BIG MIKE
There there, Mrs. Klein. You'll feel better soon.

Phil looks away, unable to watch as Mary's lids grow heavy, legs turning to rubber as she slips out of consciousness.

INT. HOLDING CELL - ASYNC - DAY

CLOSE ON MARY

As she bolts upright, sweaty and panting. She pulls her knees to her chest -- buries her head, rocks back and forth...

JAMES (O.S.)
He'll be here soon.

The unfamiliar voice snaps Mary back to the present.

She scans her surroundings, emerging from one nightmare into another: this isn't her bedroom, and she's not in her bed.

Mary's on a prison cot in the corner of a small cell. There's a narrow window above the bed and not much else -- especially not privacy. One wall is plexiglass, the outline of a door barely visible.

Across the hall, in an identical cell, is James Kittredge. He sits on his cot -- emaciated and pale, but alive.

MARY
James?

Mary walks to the plexiglass, convinced she's hallucinating.

MARY (CONT'D)
You're supposed to be dead...

James stares blankly at Mary. She clocks the door's outline -- searches for a nonexistent handle, tries pushing...

Locked. Of course it is.

Placing a hand against the plexiglass, she pleads with James.

MARY (CONT'D)
I dunno what they did to you, but we can still get out of here. We just need to work together, okay?

Nothing. James' eyes are vacant... Lost.

MARY (CONT'D)
Listen to me! If we made it out of wherever the hell we were, then we'll make it out of this building.

Unmoved, James glances at the overhead lights.

MARY (CONT'D)
We're survivors, James. Right? We *escaped* --

JAMES
How can you be sure?

The question lands like a bomb. Mary's breath catches in her throat; she lets her hand fall from the plexiglass.

She crosses her cell. Steps onto the cot and peers out the narrow window:

Her cell overlooks the rolling hills leading to Async. She watches the tree-line... Watches and waits...

Three birds fly out of a tree, soaring across the sky.

PUSH IN ON MARY

As she begins her countdown.

MARY
Seven... Six... Five...

The fluorescents flicker. Calmly, James drops to his knees.

MARY (CONT'D)
Four... Three...

James slides beneath his cot as Mary's face fills the frame, the outside world reflected in her eyes.

MARY (CONT'D)
Two...

Down the hall, a door creaks open.

MARY (CONT'D)
One --

SMASH TO BLACK.

END.